

10-31-2000



101500632

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

9.77.00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
06 01 2000

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name SYNTRA LTD.

06 01 2000

Formerly _____

75336298

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name CLEARCROSS INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 505 EIGHTH AVENUE

Address (line 2) _____

Address (line 3) NEW YORK
City

NEW YORK/USA
State/Country

10018
Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization DELAWARE

10/30/2000 AHMED1 00000035 040952 75336298
01 FC:481 40.00 CH

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark If additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75336298"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Michael K. Cantwell

Name of Person Signing

Signature

8/22/00

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "CLEARCROSS INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SYNTRA LIMITED" TO "CLEARCROSS INC.", FILED THE FIRST DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2884979 8100X

001335111

AUTHENTICATION: 0534131

DATE: 06-30-00

TRADEMARK

REEL: 002163 FRAME: 0733

**CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
SYNTRA LIMITED**

Syntra Limited, a Delaware corporation (the "Corporation"), hereby certify as follows:

1. The present name of the Corporation is "Syntra Limited." The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State was April 16, 1998. An Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 1, 1998. A Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 6, 1999. A Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on March 27, 2000.

2. The present Restated Certificate of Incorporation of the Corporation is hereby amended by deleting, in its entirety, the current Article I thereof and inserting in place thereof a new Article I to read as follows:

"The name of the Corporation (herein called the "Corporation") is ClearCross Inc."

3. The present Restated Certificate of Incorporation of the Corporation is further amended by deleting, in its entirety, the current Section C.4(d)(i)(D)(4) of Article IV thereof and inserting in place thereof a new Section C.4.(d)(i)(D)(4) of Article IV to read as follows:

"(4) to employee, consultants, officers or directors of the Company pursuant to any stock option plan, stock purchase or stock bonus plan, agreement or arrangement for the primary purpose of soliciting or retaining such employees, consultants, officers or directors services and which are outstanding on the date hereof or hereafter approved by the Board of Directors or an appropriate committee thereof, but in no event exceeding 3,742,247 shares of Common Stock"

4. These amendments was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware and the written consent of the stockholders of the Corporation to the Amendment was given in accordance with, and written notice of such stockholder action was given as provided in, Section 228 of the General Corporation Law of the State of Delaware.

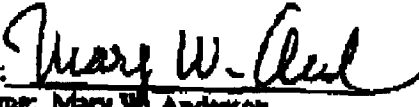
* * * * *

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/01/2000
001279244 - 2884979

TRADEMARK
REEL: 002163 FRAME: 0734

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Restated Certificate of Incorporation of Syntra Limited to be signed as of the 1st day of June, 2000, by its Secretary, who hereby affirms and acknowledges, under penalties of perjury, that this Certificate is the act and deed of the Corporation and that the facts stated herein are true.

SYNTRA LIMITED

By: 
Name: Mary W. Anderson
Title: Secretary