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Expires 06/30/99  
OMB 0651-0027



Department of Commerce  
Patent and Trademark Office  
MARK

101539884

Atty, Ref.: MTCIT003  
MTCIT004

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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

#### Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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- Individual  General Partnership  Limited Partnership  Association
- Corporation
- Other
- Citizenship/State of Incorporation/Organization

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.)

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Mail documents to be recorded with required cover sheet(s) information to:  
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TRADEMARK  
REEL: 002187 FRAME: 0170

**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="75873789"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75595072"/>	<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 J. HUGHES

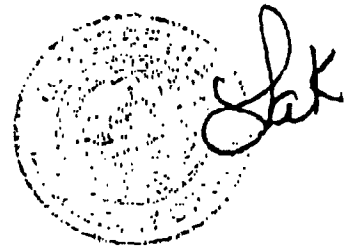
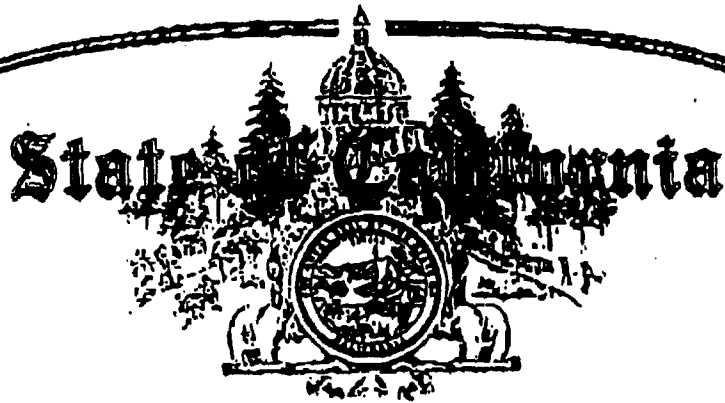
Name of Person Signing

*Michael J. Hughes*  
Signature

3 November 2000

Date Signed

NOV 1 2000



**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 12 2000



*Bill Jones*

Secretary of State

A0551781

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF MARKET-TOUCH CORPORATION**

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

SEP 8 2000

GILL JONES, Secretary of State

Jim Campbell and Robert D. Finnell hereby certify that:

**ONE:** They are the duly elected President and Secretary, respectively, of Market-Touch Corporation, a California corporation (the "Corporation").

**TWO:** Article I of the Fourth Amended and Restated Articles of Incorporation of the corporation shall be amended to read in its entirety as follows:

The name of the Corporation is Ventaso, Inc.

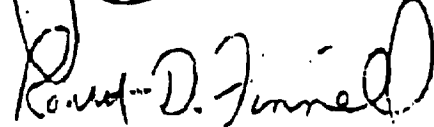
**THREE:** The foregoing amendment of the Fourth Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors.

**FOUR:** The foregoing amendment of the Fourth Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares entitled to vote with respect to the amendment is 10,252,208 shares of Common Stock, 2,333,342 shares of Series A Preferred Stock, 5,169,494 shares of Series B Preferred Stock, 3,061,224 shares of Series C Preferred Stock and 7,295,919 shares of Series D Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was a majority of the outstanding shares of Common Stock and outstanding shares of Preferred Stock.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: August 28, 2000.

  
\_\_\_\_\_  
Jim Campbell, President  
and Chief Executive Officer

  
\_\_\_\_\_  
Robert D. Finnell, Secretary

