



12-06-2000

U.S. DEPARTMENT OF COMMERCE

11-09-2000



IEET

Patent and Trademark Office
Docket No. 15624-2400101

U.S. Patent & TMOic/TM Mail Rcpt Dt. #81

101541009

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): *11-9-00*
 KDD America, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-New York

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: KDDI America, Inc.
 Internal Address: 7th Floor
 Street Address: 375 Park Avenue
 City: , State, ZIP: New York, NY 10152

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: New York
 Other: _____

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: September 26, 2000

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s) B. Registration No.(s)

74/712,921

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Jennifer Lee Taylor
 Morrison & Foerster LLP
 425 Market Street
 San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: one (1)

7. Total fee (37 C.F.R. § 3.41): \$40.00

Enclosed
 Authorized to be charged to deposit account, referencing Attorney Docket 15624-2400101

8. Deposit account number: 03-1952

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952

DO NOT USE THIS SPACE

9. 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.

Name: Jennifer Lee Taylor
 Registration No: 161368

Jennifer Lee Taylor 11/9/00
 Signature Date

Total number of pages comprising cover sheet, attachments and document: four (4)

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

F001002000541

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CT - 07

FILED

OCT 2 2 30 PM '00

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
KDD AMERICA, INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

RECEIVED

OCT 2 12 08 PM '00

100
DRAWDOWN

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 02 2000

TAXS

BY: [Signature]

[Signature]

[Signature]
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104

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CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
KDD AMERICA, INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

Pursuant to the provision of Section 805 of the Business Corporation Law of the State of New York, the undersigned, being the Secretary of the corporation, hereby certify as follows:

FIRST: The name of the Corporation is KDD America, Inc.

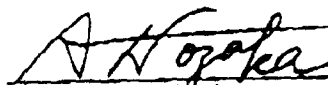
SECOND: The certificate of Incorporation of said corporation was filed by the Department of State on 09/22/2000.

THIRD: Paragraph FIRST of the Certificate of Incorporation thereof so that, as amended, said Paragraph shall be and read as follows:

1. The name of the corporation is KDDI America, Inc.

FOURTH: That the amendment to the Certificate of Incorporation set forth herein was authorized by the special meeting of the Board of Directors, and by the unanimous written consent of the shareholders of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Akio Nozaka, its Secretary, this 26th day of September, 2000.

By: 
Name: Akio Nozaka
Title: Executive Vice President and Secretary

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TOTAL P. 02