

01-09-2001

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Form PTO 1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)



SHEET

U.S. DEPARTMENT OF COMMERCE PATENT AND TRADEMARK OFFICE

101575568

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

1. Name of conveying party(ies):

Behaviour Interactive Inc. 777, rue de la Commune Quest Montreal, Quebec CANADA H3C 1Y1

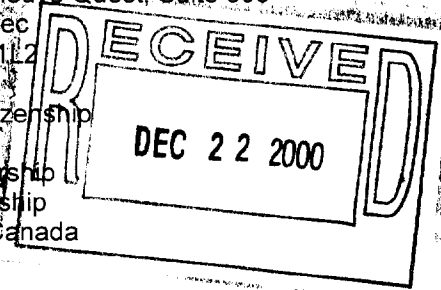
- Individual(s) Association General Partnership Limited Partnership [x] Corporation - Canada Other

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

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

Artificial Mind and Movement/Pensée et Mouvement Artificiel Inc. 416 de Maisonneuve Ouest, Suite 600 Montreal, Quebec CANADA H3A 1L2

- Individual(s) citizenship Association General Partnership Limited Partnership [x] Corporation - Canada Other



If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from Assignment)

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

3. Nature of conveyance:

- Assignment Merger Security Agreement [x] Change of Name and address Other -

Effective Date: May 8, 2000

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

A. Trademark Application No.(s) 75/101,405

B. Trademark registration No.(s)

Additional numbers attached? [] Yes [x] No

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

Perla M. Kuhn, Esq. Hughes Hubbard & Reed LLP One Battery Park Plaza New York, New York 10004-1482 (212) 837-6550

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41):.....\$40.00

- [x] Enclosed [x] Authorized to be charged to deposit account

8. Deposit Account No.: 08-3264

01/08/2001 610411 00000369 75101405 01 FD7481 40.00 DP

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 of Person Signing

Perla M. Kuhn (Signature)

December 20, 2000

Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: U.S. Patent and Trademark Office, Office of Public Records Crystal Gateway 4, Room 335, Washington, D.C. 20231

CERTIFICATE OF MAILING

Express Mail Certificate No: EK839368725US

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as first class mail in an Express Mail envelope addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231, on 12/20/2000 (Date of Deposit).

Elaine S. Parker Name

Signature

12/20/00 Date of Signature

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TRADEMARK REEL: 002208 FRAME: 0861

**Certificate
of Amendment**

**Certificat
de Modification**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

PENSÉE ET MOUVEMENT ARTIFICIEL INC. /

ARTIFICIAL MIND AND MOVEMENT

285395-7

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

a) under section 13 of the *Canada
Business Corporations Act* in
accordance with the attached notice;

a) en vertu de l'article 13 de la *Loi
canadienne sur les sociétés par
actions*, conformément à l'avis ci-joint;

b) under section 27 of the *Canada
Business Corporations Act* as set out in
the attached articles of amendment
designating a series of shares;

b) en vertu de l'article 27 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes
désignant une série d'actions;

c) under section 179 of the *Canada
Business Corporations Act* as set out in
the attached articles of amendment;

c) en vertu de l'article 179 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes;

d) under section 191 of the *Canada
Business Corporations Act* as set out in
the attached articles of reorganization;

d) en vertu de l'article 191 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses de réorganisation ci-jointes;



Director - Directeur

May 8, 2000 / le 8 mai 2000

Date of Amendment - Date de modification

Canada



Industry Canada

Industrie Canada

FORM 4
ARTICLES OF AMENDMENT
(SECTION 27 OR 177)

FORMULE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

Canada Business
Corporations Act

Loi canadienne sur les
sociétés par actions

1 - Name of corporation - Dénomination de la société
BEHAVIOUR INTERACTIVE INC.

2 - Corporation No. - N° de la société

285395-7

3 - The articles of the above-named corporation are amended as follows:

Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

L'article 1 des statuts constitutifs et des clauses modificatrices de la société est modifié pour prévoir que la dénomination sociale de la société sera dorénavant:

PENSÉE ET MOUVEMENT ARTIFICIEL INC./
ARTIFICIAL MIND AND MOVEMENT INC.

Date
2000/3/17

Signature
Remi Racine

Title - Titre
Président

IC 3069 (11-94) (cca 1387)

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Filed - Déposée

MAY - 8 2000