

1-31-92

12-27-00



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

1. Name of conveying party(ies):
The Witan Group, Inc.

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other:

- Association
- Limited Partnership

Additional name(s) of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:

- Merger
- Change of Name

Effective Date: November 28, 2000

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

Name: **Kinexus Corporation**
Address: **110 William Street**
New York, New York 10038

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(s) attached: Yes No

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

A. Trademark Application No.(s)

76/167,003 76/175,666
76/167,404 76/175,654

B. Trademark Registration No.(s)

E

Additional Numbers attached? Yes No

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

Name: **Jonathan D. Reichman, Esq.**
Address: **KENYON & KENYON**
One Broadway
New York, New York 10004

6. Total number of applications and registrations involved: **4**

7. Total fee (37 C.F.R. 3.41) \$ **115.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: **11-0600**

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.

Jonathan D. Reichman
Name of Person Signing

Signature

12/21/00
Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington DC 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0605-0011), Washington, D.C. 20503

01/18/2001 MTHAI1 00000157 110600 75167003
01 FC:481 40.00 CH
02 FC:482 75.00 CH

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 IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE WITAN GROUP, INC.", CHANGING ITS NAME FROM "THE WITAN GROUP, INC." TO "KINEXUS CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0817275

3250456 8100

001594497

DATE: 11-29-00

TRADEMARK
REEL: 002216 FRAME: 0174

11/28/00 17:11 FAX 212 818 0477

GOODKIND, L. R & S

003

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE WITAN GROUP, INC.

Under Section 242 of the
Delaware General Corporation Law

Pursuant to the provisions of Section 242 of the Delaware General Corporation Law, the undersigned hereby certifies:

FIRST: The name of the corporation (hereinafter the "Corporation") is:

THE WITAN GROUP, INC.

SECOND: That the Certificate of Incorporation was filed by the Secretary of State of Delaware on the twenty-third day of June 2000 and subsequently amended and restated on the sixth day of September 2000.

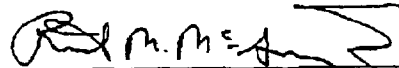
THIRD: That paragraph FIRST of the Certificate of Incorporation, relating to the corporate name of the Corporation, is hereby amended in full to read as follows:

"FIRST: The name of the corporation (hereinafter the "Corporation") is:

KINEXUS CORPORATION"

FOURTH: That the amendment to the Certificate of Incorporation was duly adopted by the Written Consent of Holders of a Majority of the Common Stock of the Corporation in accordance with the applicable provisions of Sections 228 and 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 28th day of November, 2000.



Name: Richard M. McGonigal
Title: Assistant Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 11/28/2000
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