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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):
MICRO INSURANCE SOFTWARE, INC.

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

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

2. Name and address of receiving party(ies):
MARKET INVESTMENT SOLUTIONS, INC.
 3131 S. Vaughn Way
 Suite 650
 Aurora, CO 800014

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation -Delaware
 Other _____

02-06-2001
U.S. Patent & TMO/TM Mail Rpt Dt: #72

3. Nature of Conveyance: **2-6-01**

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 14, 1994

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s) listed below

A. Trademark Application No.(s) n/a	B. Trademark Registration No.(s) 1,831,115 - PAR EX 1,536,126 - SCHEDULE D INVESTMENT MANAGER
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Additional numbers attached? Yes No

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

Name: **GLENN A. GUNDERSEN**
DECHERT
4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA, PA. 19103-2793
TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: **_ 2**

7. Total fee (37 CFR 3.41)\$ **65.00**

Enclosed
 Authorized to be charged to deposit account
 (Including any underpayment)

8. Deposit account number: **04-0475**
 (Attach duplicate copy of this page if paying by deposit account)

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.

James J. Johnston February 6, 2001
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: [3]

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

02/16/2001 AHMED1 00000142 040475 1831115
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

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TRADEMARK
 REEL: 002237 FRAME: 0878

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MICRO INSURANCE SOFTWARE, INC.", CHANGING ITS NAME FROM "MICRO INSURANCE SOFTWARE, INC." TO "MARKET INVESTMENT SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JULY, A.D. 1994, AT 4:30 O'CLOCK P.M.



02-06-2001

U.S. Patent & TMOtc/TM Mail Rcpt Dt #72

2318572 8100
010058154



Harriet Smith Windsor
Harriet Smith Windsor, Secretary

DATE: 02-05-01

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MICRO INSURANCE SOFTWARE, INC.**

(originally incorporated on December 10, 1992)

MICRO INSURANCE SOFTWARE, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Law"), does hereby certify:

I. That the Board of Directors of the Corporation adopted a resolution setting forth the Restated Certificate of Incorporation set forth below, declaring it advisable and submitting it to the stockholders entitled to vote in respect thereof for their consideration of such Restated Certificate of Incorporation.

II. That by written consent executed in accordance with Section 228 of the Law, the holders of a majority of the outstanding stock entitled to vote thereon, and a majority of the outstanding stock of each class entitled to vote thereon as a class, has voted in favor of the adoption of the Restated Certificate of Incorporation set forth below.

III. That the Restated Certificate of Incorporation set forth below has been duly adopted in accordance with Section 242 and 245 of the Law:

FIRST: The name of the Corporation is Market Investment Solutions, Inc. (the "Corporation").

SECOND: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

THIRD: The address of the Corporation's registered office in the State of Delaware is 32 Lockerman Square, Suite L-100, Dover, Delaware 19901. The name of the Corporation's registered agent at such address is The Prentice-Hall Corporation System, Inc., County of Kent.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is Fifteen Million Six Hundred Eighty Seven Thousand One Hundred Eighty Nine (15,687,189). Ten Million (10,000,000) of which shares are of a class designated "Common Stock" having a par value of \$0.01 per share, and Five Million Six Hundred Eighty Seven Thousand One Hundred Eighty Nine (5,687,189) of which shares are of a class designated "Preferred Stock" having a par value of \$1.00 per share. Three Million Five Hundred Thousand (3,500,000) of the shares of the class designated Preferred Stock shall be of a series designated "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"), and Two Million One

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