

03-28-2001



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3.12.01

**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

Conveyance Type

<input checked="" type="checkbox"/> New	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Resubmission Document ID # <input type="text"/>	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
<input type="checkbox"/> Correction of PTO Error Reel # <input type="text"/> Frame # <input type="text"/>	<input type="checkbox"/> Merger	Effective Date Month Day Year <input type="text"/>
<input type="checkbox"/> Corrective Document Reel # <input type="text"/> Frame # <input type="text"/>	<input checked="" type="checkbox"/> Change of Name	<input type="text"/>
	<input type="checkbox"/> Other <input type="text"/>	

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual | General Partnership | Limited Partnership | Corporation | Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual | General Partnership | Limited Partnership

Corporation | Association

Other

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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
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03/27/2001 6TON11 00000210 75779542

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250.00 DP

**TRADEMARK
REEL: 002259 FRAME: 0678**

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="75/779,542"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,890,380"/>	<input type="text" value="2,061,309"/>	<input type="text" value="2,159,189"/>
<input type="text" value="75/289,451"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,593,459"/>	<input type="text" value="2,137,592"/>	<input type="text" value="1,998,555"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,372,311"/>	<input type="text" value="2,018,625"/>	<input type="text" value="1,681,692"/>

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.)

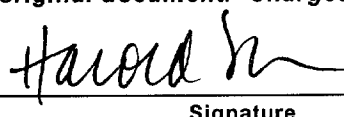
Deposit Account Number: #

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.

Harold J. Milstein
Name of Person Signing


Signature

Date Signed

STATE of WASHINGTON



SECRETARY of STATE

I, *SAM REED*, Secretary of State of the State of Washington and custodian of its seal,

hereby certify by this certificate that the attached is a true and correct copy of

ARTICLES OF AMENDMENT

of

SEATTLE FILMWORKS, INC.

Changing name to
PHOTOWORKS, INC.

as filed in this office on January 28, 2000.

Effective Date: February 1, 2000



Date: February 27, 2001

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

Sam Reed
SM
Sam Reed, Secretary of State

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

SEATTLE FILMWORKS, INC.

a Washington Profit Corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Changing name to PHOTOWORKS, INC.

UBI Number: 600 212 982

Date: January 28, 2000
Effective Date: February 1, 2000



*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

A handwritten signature in black ink, appearing to read "Ralph Munro".

Ralph Munro, Secretary of State

2-257076-6

Handwritten initials

FILED
STATE OF WASHINGTON

JAN 28 2000

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF AMENDMENT
OF
SEATTLE FILMWORKS, INC.

Pursuant to RCW 23B.10.160, the undersigned officer of Seattle FilmWorks, Inc., a Washington corporation (hereinafter called the "Corporation"), does hereby submit for filing these articles of amendment:

- 1. The name of the Corporation is Seattle FilmWorks, Inc.
- 2. The articles of incorporation of the Corporation are hereby amended by striking out Article I thereof and by substituting in lieu of said Article the following new Article:

ARTICLE I.

The name of the Corporation is PhotoWorks, Inc.

- 3. The amendment of the articles of incorporation was duly adopted on January 18, 2000, pursuant to the provisions of RCW 23B.10.020, at a meeting of the board of directors of the Corporation.
- 4. The amendment was adopted by the board of directors without shareholder action, and shareholder action was not required.
- 5. This amendment shall be effective as of February 1, 2000.

EXECUTED this 25th day of January, 2000.

Mich Kele Earl

Mich Kele Earl, Secretary

FILED
170.00 ON 01/28/2000
DRAW - 01/29/2000