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TR

04-24-2001



Docket No.:

45050.4 and 45050.5

Tab settings

To the Honorable Commissioner of Patents and Trademarks

101683422

and original documents or copy thereof.

1. Name of conveying party(ies):

**W Channel Systems, Inc.**

- Individual(s)
- General Partnership
- Corporation-State **California**
- Other

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Association
- Limited Partnership
- Merger
- Change of Name

Execution Date: **September 29, 1999**

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

Name: **Enfoweb Corporation**

Internal Address:

Street Address: **3565 Ryder Street**

City: **Santa Clara** State: **CA** ZIP: **95051**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **California**
- Other

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

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

A. Trademark Application No.(s)

**75/797,971**      **75/797,970**  
filed              filed  
**9-10-99**        **9-10-99**

Additional numbers

B. Trademark Registration No.(s)

Yes  No

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

Name: **Thomas D. Drescher, Esq.**

Internal Address:

Street Address: **Squire, Sanders & Dempsey, L.L.P.**

**One Maritime Plaza, Suite 300**

City: **San Francisco** State: **CA** ZIP: **94111**

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

8. Deposit account number:

**07-1850**

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.

**Mary Dougherty**

Name of Person Signing

Signature

**April 6, 2001**

Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARK

REEL: 002278 FRAME: 0547



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**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 11 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of



*Bill Jones*

Secretary of State

ENDORSED FILED  
in the office of the Secretary of State  
of the State of California

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF W CHANNEL SYSTEMS, INC.** SEP 30 1999

BILL JONES, Secretary of State

Herb Lechner, the Chief Executive Officer and Secretary of W Channel Systems, Inc., hereby certifies as follows:

The Articles of Incorporation of this corporation (the "Articles") shall be amended and restated to read in full as follows:

**I. Name.** The name of this corporation is **EnfoWeb Corporation**.

**II. Purpose.** The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

**III. Authorized Shares.** This corporation is authorized to issue two classes of shares to be designated Preferred Stock ("Preferred") and Common Stock ("Common"), respectively. This corporation is authorized to issue 12 million shares of Preferred, without par value, and 35 million shares of Common, without par value. 8 million shares of Preferred are designated Series A Convertible Preferred Stock ("Series A Preferred"). The remaining shares of Preferred may be divided into such number of series as the Board of Directors (the "Board") may determine. The Board is authorized to determine and alter the rights, preferences, privileges, and restrictions granted to and imposed on any wholly unissued series of Preferred, and to fix the number of shares of any series of Preferred and the designation of any such series of Preferred. Within the limits and restrictions stated in any resolutions of the Board originally fixing the number of shares constituting any series, the Board may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

**IV. Increase in Common to Permit Conversion of Preferred.** This corporation shall from time to time, in accordance with the laws of the State of California, increase the authorized amount of its Common if at any time the number of Common remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred.

**V. Rights of Classes of Shares.** The relative rights, preferences, privileges, and restrictions granted to or imposed on the respective classes of the shares of capital stock or the holders of such shares are as follows:

1. **General Definitions.** For purposes of this Article, "Junior Shares" means all shares of this corporation other than the Series A Preferred and "Subsidiary" means any corporation at least 50% of whose outstanding voting shares are at the time owned by this corporation or by one or more of such Subsidiaries.

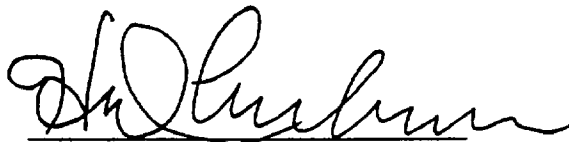
2. **Dividend Rights of Series A Preferred.** The holders of the Series A Preferred shall be entitled to receive, when, as, and if declared by the Board in its sole discretion, out of any

## CERTIFICATE OF AMENDMENT

This Certificate of Amendment is made pursuant to Sections 905 and 910 of the California Corporations Code. The foregoing Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors, and by the shareholders of this corporation in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of Common Stock of this corporation is 12,536,14, and all such shares were entitled to vote on the foregoing Amended and Restated Articles of Incorporation. The number of directors and shares voting in favor of the foregoing Amended and Restated Articles of Incorporation equaled or exceeded the vote required in accordance with such Sections 902 and 903; all directors and shareholders voted to approve the foregoing Amended and Restated Articles of Incorporation.

I further declare under penalty of perjury, under the laws of the State of California, that the matters set forth above are true and correct of my own knowledge.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Amended and Restated Articles of Incorporation, in Santa Clara, California, this Sept. 29, 1999.



Herb Lechner  
Chief Executive Officer and Secretary