

05-08-2001

FORM PTO-1618A



U.S. Department of Commerce
Patent and Trademark Office
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101706742

04-20-2001

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New 4-20-01

Resubmission (Non-Recordation)
Document ID #

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

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01 FC:481 40.00 OP
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TRADEMARK
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Correspondent Name and Address

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Pages

Enter the total number of pages of the attached conveyance document including any attachments.

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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)

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.

Shawn R. McIntee

Name of Person Signing



Signature

4/20/2001

Date Signed

State of Minnesota

5734

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

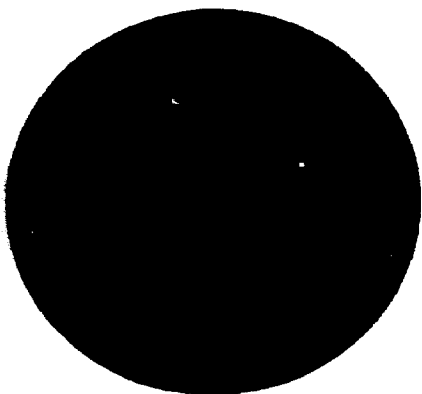
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Message!Product, Inc.

Corporate Charter Number: 8J-220

Chapter Formed Under: 302A

This certificate has been issued on 08/26/1994.



Joan Anderson Growe
Secretary of State.

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**ARTICLES OF INCORPORATION
OF
MESSAGE!PRODUCT, INC.**

The undersigned hereby creates a corporation under Chapter 302A of the Minnesota Statutes and adopts the following Articles of Incorporation.

ARTICLE 1

NAME

The name of the Corporation is Message!Product, Inc.

ARTICLE 2

REGISTERED OFFICE

The address of the registered office of the Corporation is 2222 Woodale Drive, Mounds View, Minnesota 55112.

ARTICLE 3

CAPITAL

- A. The Corporation is authorized to issue ten thousand (10,000) shares of capital stock, without par value, in the case of common stock, and having a par value as determined by the Board of Directors in the case of preferred stock, to be held, sold and paid for at such times and in such manner as the Board of Directors may from time to time determine in accordance with the laws of the State of Minnesota.
- B. In addition to any and all powers conferred upon the Board of Directors by the laws of the State of Minnesota, the Board of Directors shall have the authority to establish by resolution more than one class or series of shares, either preferred or common, and to fix the relative rights, restrictions and preferences of any such different classes or series, and the authority to issue shares of a class or series to another class or series to effectuate share dividends, splits or conversion of the Corporation's outstanding shares.
- C. The Board of Directors shall also have the authority to issue rights to convert any of the Corporation's securities into shares of stock of any class or classes, the authority to issue options to purchase or subscribe for shares of stock of any class or classes, and the authority to issue share purchase or subscription warrants or any other evidence of such option rights which set forth the terms, provisions and conditions thereof, including the price or prices at which such shares may be subscribed for or purchased. Such options, warrants and rights, may be transferable or nontransferable and separable or inseparable from other securities of the Corporation. The Board of Directors is authorized to fix the terms, provisions and conditions of such options, warrants and rights, including the conversion basis or

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bases and the option price or prices at which shares may be subscribed for or purchased.

ARTICLE 4
SHAREHOLDER RIGHTS

- A. No shareholder of the Corporation shall have any preemptive rights.
B. No shareholder of the Corporation shall have any cumulative voting rights.

ARTICLE 5
INCORPORATOR

The name and address of the incorporator, who is a natural person of full age, are:

Leon I. Steinberg
3300 Norwest Center
Minneapolis, Minnesota 55402

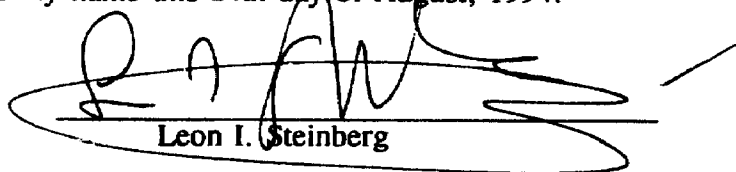
ARTICLE 6
WRITTEN ACTION BY LESS THAN ALL OF THE DIRECTORS

Any action required or permitted to be taken at a Board meeting, other than an action requiring shareholder approval, may be taken by written action of the Board of Directors if signed by the number of directors that would be required to take the same action at a meeting at which all directors were present.

ARTICLE 7
LIMITED LIABILITY OF DIRECTORS

To the fullest extent permitted by law, a director shall have no personal liability to the Corporation or its shareholders for breach of fiduciary duty as a director. Any amendment to or repeal of this Article 7 shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, I have signed my name this 24th day of August, 1994.


Leon I. Steinberg

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
AUG 26 1994

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Jon Anderson Howe
Secretary of State *M*

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ARTICLES OF AMENDMENT
OF
MESSAGE!PRODUCT, INC.

The undersigned President of Message!Product, Inc. (the "Corporation") hereby certifies that the following Articles of Amendment were adopted by written action of the sole director of the Corporation dated November 29, 1995, pursuant to the provisions of the Minnesota Business Corporation Act.

1. The name of the Corporation is Message!Product, Inc.
2. Article I of the Articles of Incorporation is amended to read in its entirety as follows:

ARTICLE I

NAME

The name of this Corporation shall be Message!Products, Inc. m

3. This amendment has been adopted pursuant to Chapter 302A of the Minnesota Business Corporation Act.

IN WITNESS WHEREOF the undersigned has hereunto set her hand this 7th day of December, 1995.

Doris F. Baylor
Doris Baylor, President

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
DEC 15 1995

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James Andrew Howe
Secretary of State m

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