

08-02-2001



T

Docket No.:

7825.1

Tab settings

To the Honorable Commissioner of Pat.

101797226

Attached original documents or copy thereof.

1. Name of conveying party(ies):

SmartTalk.com, Inc.

07/26/01

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

- Association
- Limited Partnership

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

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

Name: SmartTalk, Inc.

Internal Address: 650 East 4500 South #340

Street Address: same as above

City: Salt Lake City State: UT ZIP: 84107

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 17, 2001

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

A. Trademark Application No.(s)

76/218,289
76/218,439

B. Trademark Registration No.(s)

1,288,721 2,084,563
1,881,261 2,099,938
1,911,164

Additional numbers Yes No

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

Name: Dale E. Hulse

Internal Address: 1800 Eagle Gate Tower

60 East South Temple Street

Street Address: same as above

City: Salt Lake City State: UT ZIP: 84111

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

7

7. Total fee (37 CFR 3.41):.....\$ \$190.00

- Enclosed (Please charge any deficiency to the deposit account.)
- Authorized to be charged to deposit account

8. Deposit account number:

500843

08/01/2001 LMUELLER 00000159 76218289

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 150.00 OP

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.

Dale E. Hulse

Name of Person Signing

Dale E. Hulse

Signature

July 23, 2001

Date

Total number of pages including cover sheet, attachments, and

3

TRADEMARK

State of Delaware
Office of the Secretary of State

PAGE 1

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 CERTIFICATE OF AMENDMENT OF "SMARTTALK.COM, INC.", CHANGING ITS NAME FROM "SMARTTALK.COM, INC." TO "SMARTTALK, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1144021

DATE: 05-21-01

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010241234

TRADEMARK
REEL: 002338 FRAME: 0579

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/18/2001
010241234 - 2617972

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION OF

SMARTTALK.COM, INC.

The undersigned, Mark Nass and Peter Cohn, hereby certify that:

1. They are the President and Secretary, respectively, of SmartTalk.com, Inc., a Delaware corporation.
2. ARTICLE I of the corporation's Certificate of Incorporation is hereby deleted and replaced in its entirety with a new ARTICLE I as follows:

The name of this corporation is SmartTalk, Inc. (the "Corporation").

The amendment of the Certificate of Incorporation was duly adopted by the Board of Directors on March 6, 2001 in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal this 17 day of May 2001.

SMARTTALK.COM, INC.

By: Mark Nass
Mark Nass, President

Attest: Peter Cohn
Peter Cohn, Secretary

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