

08-24-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101821756

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 8-16-01
Swell.com, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Swell, Inc.
Internal
Address: Michael Goldberg
Street Address: 32401 Calle Perfecto
San Juan
City: Capistrano State: CA Zip: 92675
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 05-30-01

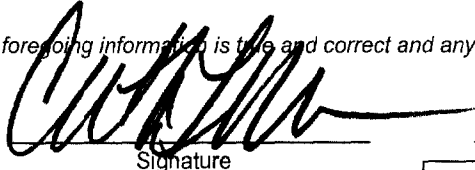
4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
78/036795
78/036794
Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Catherine L. Donohue, Esq.
Internal Address: _____
Gibson, Dunn & Crutcher LLP
Street Address: Jamboree Center
4 Park Plaza
92614-
City: Irvine State: DA Zip: 8557

6. Total number of applications and registrations involved: 8
7. Total fee (37 CFR 3.41).....\$ 215.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
501408
(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.
Catherine L. Donohue  August 13, 2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

08/23/2001 AHMED1 00000068 501408 78036795
01 FC:481 40.00 CH
02 FC:482 175.00 CH

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CONTINUATION OF ITEM NO. 4

Trademark Application Nos. (cont.)

76/038103

76/166988

76/168059

75/855716

76/176107

76/178502

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SWELL, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TENTH DAY OF MAY, A.D. 1999, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE SEVENTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2000, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTIETH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINETEENTH DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE NINETEENTH DAY OF OCTOBER, A.D. 2000, AT 9:01 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SWELL.COM,



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1160832

DATE: 05-30-01

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State of Delaware
Office of the Secretary of State

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INC." TO "SWELL, INC.", FILED THE FOURTH DAY OF JANUARY, A.D.
2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTH DAY OF MARCH, A.D.
2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1160832

DATE: 05-30-01
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**CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION OF
SWELL.COM, INC.**

The undersigned, Jeffrey A. Berg and Nicholas Nathanson of Swell.com, Inc. (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware, hereby certify that:

1. They are the duly elected and acting Chairman and Secretary, respectively, of the Corporation.
2. The Corporation filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware on May 10, 1999. A Restated Certificate of Incorporation was filed on September 13, 1999. A Restated Certificate was filed on October 7, 1999. A Restated Certificate of Incorporation was filed on April 28, 2000. Amendment No. 1 to the Restated Certificate of Incorporation was filed on July 20, 2000. Amendment No. 2 to the Restated Certificate of Incorporation was filed on October 19, 2000. A Restated Certificate of Incorporation was filed on October 19, 2000.
3. Pursuant to Sections 141 and 242 of the General Corporation Law of the State of Delaware, by written consent in lieu of a Special Meeting of the Board of Directors of the Corporation dated January 3, 2001, the Board of Directors of the Corporation found that the proposed amendment of the Restated Certificate of Incorporation of the Corporation was advisable and in the best interests of the Corporation and directed that the following proposed amendment be submitted for consideration and action thereon by the Stockholders of the Corporation:

Article I of the Restated Certificate of Incorporation of the Corporation shall be deleted in its entirety and the following shall be substituted in lieu thereof:

"ARTICLE I

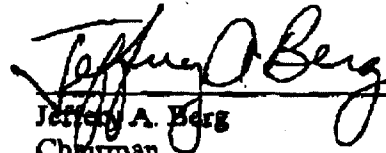
The name of the corporation (hereinafter referred to as the "Corporation") is Swell, Inc."

*STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/04/2001
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4. Pursuant to Sections 228 and 242 of the General Corporation Law of the State of Delaware, by written consent in lieu of a Special Meeting of Stockholders dated January 3, 2001 and delivered to the Corporation on such date, the holders of a majority of the issued and outstanding shares of capital stock of the Corporation voted in favor of, approved and adopted the foregoing proposed amendment of the Restated Certificate of Incorporation.
5. The foregoing amendment of the Restated Certificate of Incorporation of the Corporation was duly adopted in accordance with the provisions of Sections 141, 228, 242(b)(1) and 242(b)(2) of the General Corporation Law of the State of Delaware.

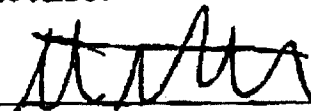
[Signatures appear on following page]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed and executed in its corporate name by Jeffery A. Berg, its Chairman, and attested to by Nicholas Nathanson, its Secretary, on this 3rd day of January, 2001



Jeffery A. Berg
Chairman

ATTEST:



Nicholas Nathanson
Secretary