

11-29-2001
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TRADE

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

11-29-01

1. Name of conveying party(ies):

WARRANTY, INC.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Satisfusion, Inc.

Internal

Address:

Street Address: 3939 Atlantic Ave. #201

City: Long Beach State: CA Zip: 90807

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

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

A. Trademark Application No.(s)

76/069593

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Neil E. Taxy, Esq.

Internal Address:

Street Address: 333 Market Street

27th Floor

City: San Francisco State: CA Zip: 94105

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(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.

Neil Taxy

Name of Person Signing

Neil Taxy

Signature

Nov. 21, 2001

Date

Total number of pages including cover sheet, attachments, and document: 6

11/29/2001 DBYRNE 00000154 76069593

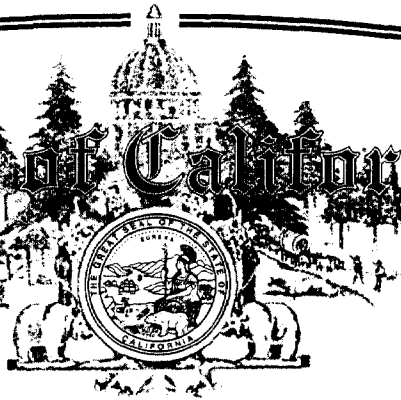
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40.00 DP

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

TRADEMARK
REEL: 002400 FRAME: 0514

State of California



SECRETARY OF STATE

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

That the attached transcript of 2 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

AUG - 4 2000

Bill Jones
BILL JONES, Secretary of State

SECOND AMENDMENT TO THE
FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WARRANTY GROUP, INC.

The undersigned, Fay S. Wood and Suzanne Schneider, hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Warranty Group, Inc., a California corporation.
2. Article I of the First Amended and Restated Articles of Incorporation of this corporation is hereby amended and restated in full to read as follows:

ARTICLE I

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

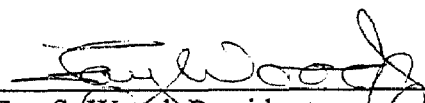
3. Article III Section A of the First Amended and Restated Articles of Incorporation of this corporation is hereby amended and restated in full to read as follows:
 - A. Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, Common Stock and Preferred Stock. The total number of shares which the Corporation is authorized to issue is Twenty-Three Million Seven Hundred Fifty Thousand (23,750,000) shares, each with a par value of \$0.001 per share. Sixteen Million (16,000,000) shares shall be Common Stock and Seven Million Seven Hundred Fifty Thousand (7,750,000) shares shall be Preferred Stock.
4. The initial paragraph of Article III Section B of the First Amended and Restated Articles of Incorporation of this corporation is hereby amended and restated in full to read as follows:
 - B. Rights Preferences and Restrictions of Preferred Stock. The Preferred Stock shall consist of Seven Million Seven Hundred Fifty Thousand (7,750,000) shares. Seven Million Seven Hundred Fifty Thousand (7,750,000) shares of Preferred Stock are hereby designated as Series A Preferred Stock. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock (which are collectively referred to herein as the Preferred Shares and individually as a Preferred Share) shall be as set forth below.

5. The foregoing amendment of the First Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of this corporation.

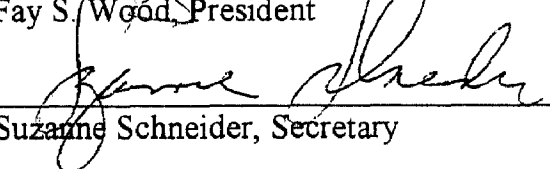
6. The foregoing amendment of the Articles of Incorporation has been duly approved by the holders of the requisite number of shares of this corporation in accordance with Section 902 and 903 of the California General Corporation Law. The total number of outstanding shares entitled to vote with respect to the foregoing amendment was 4,760,000 shares of Common Stock and 4,065,000 shares of Series A Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required. The vote required was a majority of the Common Stock voting as a separate class, a majority of the Series A Preferred Stock voting as a separate class and a majority of the Common Stock and Series A Preferred Stock voting as a single class.

Each of the undersigned certifies under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of her own knowledge.

Executed at Long Beach, California, on July 31, 2000.



Fay S. Wood, President



Suzanne Schneider, Secretary

