

12-05-2001



101911296

10-31-01

007 31

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

1. Name of conveying party(ies):
 Genesis Direct, Inc.

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

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

2. Name and address of receiving party(ies)
 Name: ProTeam.Com, Inc.
 Internal Address: _____
 Address: 5900 Wilshire Boulevard
 Street Address: 11th Floor
 City: Los Angeles State: CA Zip: 90036

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 Correction of Cover Sheet

Execution Date: June 28, 2000

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)

Additional number(s) attached Yes No

75201518

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Anamaria E. Cashman
 Internal Address: Seyfarth Shaw

Street Address: 55 E. Monroe Street
Suite 4200

City: Chicago State: IL Zip: 60603

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:
19-1351

(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.

Anamaria E. Cashman *A. E. Cashman* 11.19.01
 Name of Person Signing Signature Date

12/04/2001 DBYRNE 00000053 75201518 Total number of pages including cover sheet, attachments, and document: 21

01 FC:481
02 FC:482

40.00 MP
25.00 OP

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

ITEM FOUR: Additional Numbers

| Number | Trademark | Application Number | Registration Number |
|---------------|------------------------|---------------------------|----------------------------|
| 6 | 1-800-4 HOT-ICE | 75/201,518 | 2,336,982 |
| 22 | GLOBALFRIENDS | 75/234,647 | 2,185,451 |
| 42 | ULYSSES | 75/277,360 | 2,196,652 |

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07-27-2001



101790504

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.

1. Name of conveying party(ies): Genesis Direct, Inc. 7-20-01
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: ProTeam.Com, Inc.
Internal Address:
Street Address: 5900 Wilshire Boulevard 11th Floor
City: Los Angeles State: CA Zip: 90036
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] 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 [X] Change of Name
Other
Execution Date: June 28, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 74/475,097
B. Trademark Registration No.(s) 1,868,433
Additional number(s) attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Anamaria E. Cashman
Internal Address: Seyfarth Shaw
Street Address: 55 E. Monroe Street Suite 4200
City: Chicago State: IL Zip: 60603

6. Total number of applications and registrations involved: 44
7. Total fee (37 CFR 3.41)... \$1,115.00
[X] Enclosed
[] Authorized to be charged to deposit account
8. Deposit account number: 19-1351
(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.
Anamaria E. Cashman Signature: [Signature] Date: July 18, 2001
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 12

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

07/26/2001 AMWED1 00000182 74475097
01 FC:481 40.00 OP
02 FC:482 1075.00 OP

TRADEMARK REEL: 002404 FRAME: 0662

ITEM FOUR: Additional Numbers

| Number | Trademark | Application Number | Registration Number |
|---------------|---|---------------------------|----------------------------|
| 1 | 1 and Design | 74/475,098 | 1,876,536 |
| 2 | 1-800-INFANTS | 75/422,570 | |
| 3 | 1-800-PRO-TEAM | 74/432,582 | 1,843,331 |
| 4 | 1-800-PRO-TEAM AUTHENTIC TEAM WEAR and Design | 74/651,993 | 2,219,143 |
| 5 | 1.800 PRO TEAM THE STUFF THAT FANS ARE MADE FROM. and Design | 75/303,897 | 2,409,716 |
| 6 | 1-800-4 HOT-ICE | 75/201,518 | 2,236,982 |
| 7 | 1-888-PRO-TEAM | 75/022,109 | |
| 8 | AWARDSDIRECT | 75/440,633 | |
| 9 | BEYOND THE HORIZON | 75/246,982 | 2,199,022 |
| 10 | BEYOND THE HORIZON and Design | 75/246,946 | 2,199,021 |
| 11 | BRING THE GAME HOME | 75/437,418 | 2,234,109 |
| 12 | COLLECTAINMENT | 75/187,894 | |
| 13 | COMMAND PERFORMANCE | 75/269,538 | 2,196,631 |
| 14 | COMPETITIVE EDGE GOLF | 73/711,777 | 1,503,899 |
| 15 | FAIRWAYFINDER | 75/319,540 | 2,219,709 |
| 16 | FROM THE SIDELINES | 75/253,830 | 2,202,142 |
| 17 | GEN.D | 75/494,884 | |
| 18 | GENESIS DIRECT and Design | 75/233,838 | 2,194,767 |
| 19 | GENESIS DIRECT | 75/295,955 | 2,192,047 |

| Number | Trademark | Application Number | Registration Number |
|---------------|--|---------------------------|----------------------------|
| 20 | GENESISDIRECT | 74/674,667 | 2,211,365 |
| 21 | GIFTS FOR GRANDKIDS | 75/054,175 | 2,058,470 |
| 22 | GLOBALFRIENDS | 75/234,647 | 2,185,541 |
| 23 | GLOBALFRIENDS | 75/234,648 | 2,202,523 |
| 24 | HAND IN HAND | 73/699,660 | 1,574,787 |
| 25 | HAND IN HAND | 73/699,661 | 1,575,699 |
| 26 | HOT OFF THE ICE | 75/269,450 | 2,191,959 |
| 27 | HOT OFF THE ICE and Design | 75/271,131 | 2,205,024 |
| 28 | IF YOU WANT THE PRO STUFF...CALL THE PRO TEAM | 74/680,788 | 2,288,092 |
| 29 | MANNY'S BASEBALL LAND | 73/591,491 | 1,418,757 |
| 30 | MISCELLANEOUS DESIGN ("Baseball Player") | 73/700,409 | 1,505,328 |
| 31 | NOTHIN' BUT HOOPS | 75/319,038 | 2,215,446 |
| 32 | PROTEAM.COM | 75/648,095 | |
| 33 | S.K.U.S.A | 75/387,523 | 2,292,012 |
| 34 | SAMURAI | 74/071,262 | 1,687,232 |
| 35 | SNAKE SKIN and Design | 73/707,498 | 1,502,351 |
| 36 | SPORTS DIRECT | 75/413,392 | |
| 37 | SPORTSDIRECT | 75/412,661 | |
| 38 | THE NUMBER TO KNOW TO LOOK LIKE A PRO | 74/651,992 | 2,214,866 |
| 39 | THE TRAINING CAMP | 75/193,383 | |

| Number | Trademark | Application Number | Registration Number |
|---------------|--|---------------------------|----------------------------|
| 40 | THE TRAINING CAMP TC and Design | 75/255,030 | |
| 41 | THE VOYAGER'S COLLECTION | 74/392,973 | 1,898,298 |
| 42 | ULYSSES | 75/277,360 | 2,196,652 |
| 43 | WEAR IT LIKE A PRO | 74/679,758 | |

10256845.1

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "GENESIS DIRECT, INC.", CHANGING ITS NAME FROM "GENESIS DIRECT, INC." TO "PROTEAM.COM, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2000, AT 3 O'CLOCK P.M.

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



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2636438 8100

001330959

AUTHENTICATION: 0530430

DATE: 06-29-00

TRADEMARK

REEL: 002404 FRAME: 0666

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

OF

GENESIS DIRECT, INC.

Genesis Direct, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY THAT:

A. The Board of Directors of the Corporation by the unanimous written consent of its members, filed with the minutes of the Board, duly adopted resolutions setting forth this proposed amendment to the Amended and Restated Certificate of Incorporation of said Corporation, and declaring said amendment to be advisable and directing that such amendment be presented to the stockholders of the Corporation for consideration and approval;

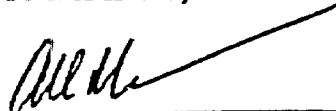
B. The stockholders of the Corporation duly approved said proposed amendment by executing a Unanimous Written Consent of the Stockholders without a Meeting.

C. Article I of the Amended and Restated Certificate of Incorporation of the Corporation dated June 5, 2000 is hereby amended to read in full as follows:

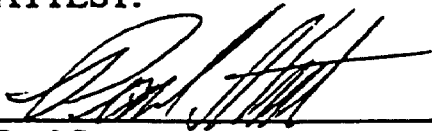
"The name of the Corporation is Proteam.com, Inc. (hereinafter referred to as the "Corporation")."

IN WITNESS WHEREOF, GENESIS DIRECT, INC. has caused this Certificate to be signed by its authorized officer and duly attested to on this 22 day of June, 2000.

GENESIS DIRECT, INC.

By: 
Allen Thomas
Vice President

ATTEST:


Paul Sterrett
Secretary

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
GENESIS DIRECT, INC.

Genesis Direct, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY THAT:

A. The Board of Directors of the Corporation by the unanimous written consent of its members, filed with the minutes of the Board, duly adopted resolutions setting forth this proposed amendment to the Amended and Restated Certificate of Incorporation of said Corporation, and declaring said amendment to be advisable and directing that such amendment be presented to the stockholders of the Corporation for consideration and approval;

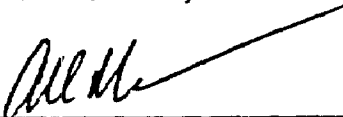
B. The stockholders of the Corporation duly approved said proposed amendment by executing a Unanimous Written Consent of the Stockholders without a Meeting.

C. Article I of the Amended and Restated Certificate of Incorporation of the Corporation dated June 5, 2000 is hereby amended to read in full as follows:

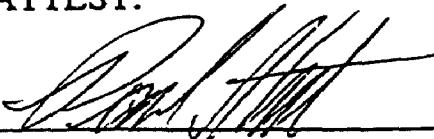
"The name of the Corporation is Proteam.com, Inc. (hereinafter referred to as the "Corporation")."

IN WITNESS WHEREOF, GENESIS DIRECT, INC. has caused this Certificate to be signed by its authorized officer and duly attested to on this ___ day of June, 2000.

GENESIS DIRECT, INC.

By: 
Allen Thomas
Vice President

ATTEST:


Paul Sterrett
Secretary

TRADEMARK

ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of June _____, 2000, among GENESIS DIRECT, INC., a Delaware corporation (the "Assignee"), and CW GIFTS, LLC, a Delaware limited liability company (the "Assignor").

In consideration of the mutual covenants and agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

Section 1. Assignment. The Assignor hereby assigns, transfers, conveys and delivers to Assignee, without recourse, all of its rights, title and interest in and to all of its assets, including but not limited to all of the following of such Assignor wherever located (collectively, the "Assigned Assets"):

(a) all machinery, furnishings, fixtures, vehicles, supplies and other equipment;

(b) all other goods, of any nature whatsoever;

(c) all (i) all accounts and other rights to payment, including accounts arising from sales of goods or rendition of services made under any of such Assignor's trade names or styles, regardless of how the related rights to payment are evidenced, whether secured or unsecured; (ii) unpaid seller's rights (including rights of rescission, replevin, reclamation and stoppage in transit) relating to the foregoing or arising therefrom; (iii) rights to any goods represented by any of the foregoing, including rights to returned or repossessed goods; (iv) reserves and credit balances arising under any of the foregoing; (v) guarantees, letters of credit, collateral or other supporting obligations supporting or securing any of the foregoing; and (vi) insurance policies or rights relating to any of the foregoing;

(d) all (i) instruments, (ii) documents, (iii) contract rights, (iv) chattel paper, (v) letters of credit, (vi) letter-of-credit rights, (vii) claims and causes of action against any other Person, however arising, and (viii) general intangibles, whether or not for the payment of money, including, but not limited to, all (A) rights to tax refunds or other payments of every kind or nature, including rights to the payment of letters of credit; (B) copyrights, rights in or licenses of copyrights and marks subject to copyright protection, in whole or in part, and all renewals or extensions of any of the foregoing; (C) trade names, trademarks, service marks, trade styles, designs, logos, indicia, corporate names, company names and fictitious business names, in each case, together with all associated goodwill; (D) patents and patent applications and rights in or licenses of patents or patent applications; (E) computer programs and all intellectual property rights therein; and (F) other proprietary information;

(e) all investment property, including, without limitation, all securities and capital stock or other interests in any other Person whether certificated or uncertificated; all warrants, options and other rights to acquire securities, capital stock or other interests in any other Person; all securities entitlements; and all securities accounts, together with all financial assets credited thereto;

TRADEMARK

IN WITNESS WHEREOF, the Assignee and the Assignor have caused this Assignment and Assumption Agreement to be executed by their duly authorized representative as of the date first written above.

GENESIS DIRECT, INC.

By: 

Paul Sterrett
Vice President

ASSIGNOR:

CW GIFTS, LLC

By: Genesis Direct, Inc.,
its managing member

By: 

Paul Sterrett
Vice President

GENESIS DIRECT, INC.

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

The undersigned, being all of the directors of Genesis Direct, Inc., a Delaware corporation (the "Corporation"), do hereby waive all notice of the time, place and purpose of meeting and do hereby consent in writing pursuant to Section 141 of the Delaware General Corporation Law and the By-laws of the Corporation, without the formality of convening a meeting, and approve in all respects the adoption of the following resolutions of the Board and each and every action effected pursuant to such resolutions:

AMENDMENT TO CERTIFICATE OF INCORPORATION

RESOLVED, that the change of the name of the Corporation from Genesis Direct, Inc. to Proteam.com, Inc., to be effected by the filing of the Certificate of Amendment to the Certificate of Incorporation, dated as of June 21, 2000, attached hereto as Exhibit A, hereby is approved and shall be submitted to the stockholders of the Corporation for their consideration and approval; and further

QUALIFICATION TO DO BUSINESS


RESOLVED, that for the purpose of authorizing the Corporation to do business in the District of Columbia, in any state, territory or dependency of the United States, or in any foreign country in which it is necessary or expedient for the Corporation to transact business, the proper officers of the Corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of the District of Columbia or such state, territory, dependency or country to authorize the Corporation to transact business therein and whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocations of appointment, or surrenders of authority as may be necessary to terminate the authority of the Corporation to do business in the District of Columbia, or in any such state, territory, dependency or country; and further

IN WITNESS WHEREOF, the undersigned have executed this instrument as of June 22, 2000, and direct that it be filed with the minutes of the Corporation. This instrument may be executed in one or more counterparts, all of which together shall constitute one and the same instrument.

Michael M. Pastore
Director

David Wiederecht
Director

Steven Levanti
Director



Paul Sterrett
Director

Exhibit A

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
GENESIS DIRECT, INC.

Genesis Direct, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY THAT:

A. The Board of Directors of the Corporation by the unanimous written consent of its members, filed with the minutes of the Board, duly adopted resolutions setting forth this proposed amendment to the Amended and Restated Certificate of Incorporation of said Corporation, and declaring said amendment to be advisable and directing that such amendment be presented to the stockholders of the Corporation for consideration and approval;

B. The stockholders of the Corporation duly approved said proposed amendment by executing a Unanimous Written Consent of the Stockholders without a Meeting.

C. Article I of the Amended and Restated Certificate of Incorporation of the Corporation dated June 5, 2000 is hereby amended to read in full as follows:

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

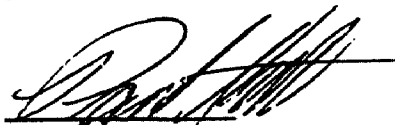
IN WITNESS WHEREOF, GENESIS DIRECT, INC. has caused this Certificate to be signed by its authorized officer and duly attested to on this ___ day of June, 2000.

GENESIS DIRECT, INC.

By: 

Allen Thomas
Vice President

ATTEST:



Paul Sterrett
Secretary

TRADEMARK