

12-26-2001



101923746

U.S. Department of Commerce
Patent and Trademark Office
Attorney Docket No.
06857.0009/0011/0012/0013

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

1. Name(of conveying party:
E-VEND.NET CORPORATION **12-19-01**
 Individual(s)
 Association
 Limited Partnership
 Corporation
 General Partnership
 Other:

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

3. Nature of conveyance:
 Assignment
 Merger
 Security Agreement
 Change of Name
 Other:

Execution Date: May 16, 2001

2. Name(and address of receiving party:
Name: STITCH NETWORKS CORPORATION
Address: 500 N. Walnut Street
Kennett Square, PA 19348

Individual(s) [Identify Country of citizenship]
 Association [Identify country/state]
 General Partnership [Identify country/state]
 Limited Partnership [Identify country/state]
 Corporation of Delaware
 Other: [Identify type of entity and country/state]

If assignee is not domiciled in the United States, a domestic representative is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application Number(s):
75/806,046; 75/635,788; 76/203,291; and 76/190,045
Additional numbers attached? Yes No

B. Trademark Registration Number(s):
 Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lynn M. Jordan, Esq.
Address: FINNEGAN, HENDERSON, FARABOW, GARRETT & DUNNER, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3515

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$115.00
 Enclosed
 Authorized to be charged to deposit account
 Authorized to be charged to deposit account only if fee is deficient

8. Deposit Account No.: 06-0916

12/26/2001 TBIAZ1 00000001 75806046
01 FC:481 40.00 OP
02 FC:482 75.00 OP

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.

Lynn M. Jordan
Name of person signing

December 19, 2001
Date

Total number of pages including cover sheet, attachments and documents: 4

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 "E-VEND.NET CORPORATION", CHANGING ITS NAME FROM "E-VEND.NET CORPORATION" TO "STITCH NETWORKS CORPORATION", FILED IN THIS OFFICE ON THE SIXTEENTH 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: 1136660

2598913 8100

010235073

DATE: 05-16-01

TRADEMARK

REEL: 002411 FRAME: 0626

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/16/2001
010235073 - 2598913

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
E-VEND.NET CORPORATION

E-VEND.NET CORPORATION (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

1. The name of the Corporation is e-Vend.net Corporation. The Corporation was originally incorporated under the name Goodvest Corporation by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on February 29, 1996.
2. The Board of Directors of the Corporation has adopted the following resolutions proposing and declaring advisable the following amendment (the "Amendment") to the Amended and Restated Certificate of Incorporation of the Corporation:

RESOLVED, that Article FIRST of the Corporation's Amended and Restated Certificate of Incorporation be amended and restated to read in its entirety as follows:

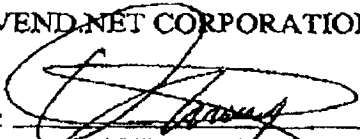
FIRST. The name of the Corporation is "Stitch Networks Corporation".

FURTHER RESOLVED, that the proposed amendment described in the preceding resolution be submitted to the stockholders of the Corporation for their approval and adoption in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

3. The stockholders of the Corporation, acting at a meeting of the stockholders called for the purpose of approving and adopting the Amendment, approved and adopted the Amendment by the affirmative vote of the holders of a majority of the outstanding stock of each class entitled to vote thereon, in accordance with the provisions of Section 242 of the Delaware General Corporation Law.
4. Accordingly, the Amendment has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be executed by a duly authorized officer as of this 16th day of May, 2001.

E-VEND.NET CORPORATION

By: 
Name: David H. Goodman
Title: President and CEO