



01-03-2002



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TRADEMARKS ONLY

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

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

Tab settings

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

1. Name of conveying party(ies):

Metasoft, Inc.

12-27-01

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

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

3. Nature of conveyance:

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

Execution Date: December 6, 2000

2. Name and address of receiving party(ies)

Name: aleri, inc.

Internal

Address: _____

Street Address: 41 West 12th Street

City: New York State: New York Zip: 10011

- 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 separated document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

76/171,959 - ALERI

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: Amy E. Carroll

Internal Address: Drinker Biddle & Reath LLP

Suite 1100

Street Address: 1500 K Street, N.W.

City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.4 1) \$ 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.

Amy E. Carroll

Name of Person Signing

Amy E. Carroll
Signature

12/27/01
Date

Total number of Pages including cover sheet, attachments, and document: 3

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

01/02/2002 DEYRNE 0000067 76171959

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40.00 DP

TRADEMARK
REEL: 2415 FRAME: 0842

State of Delaware
Office of the Secretary of State

PAGE 1

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 "METASOFT, INC.", CHANGING ITS NAME FROM "METASOFT, INC." TO "ALERI, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF DECEMBER, A.D. 2000, AT 11:10 O' CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0839387

2914760 8100

001609877

DATE: 12-07-00

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REEL: 2415 FRAME: 0843

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
METASOFT, INC.**

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

FIRST: The Board of Directors of the Corporation has adopted a resolution proposing and declaring advisable and in the best interests of the Corporation the following amendment to Article I of the Amended and Restated Certificate of Incorporation of the Corporation, so that Article I reads in its entirety as follows (the "Charter Amendment"):

"The name of the Corporation is aletri, inc. (the "Corporation")."

SECOND: The stockholders of the Corporation, pursuant to a written consent of stockholders dated December 5, 2000, have adopted and approved the Charter Amendment in accordance with the provisions of Section 228 of the Delaware General Corporation Law.

THIRD: The Charter Amendment has been duly adopted and approved 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 of the Corporation this 6 day of December, 2000.

METASOFT, INC.

By: 

Alex Hambrook
President

PR03471411