

TRADEMARKS ONLY

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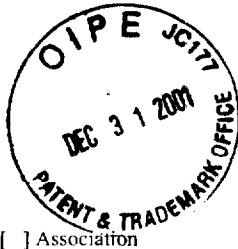
Trademarks copy thereof.

101933946

1. Name of Party(ies) conveying an interest:
3693759 Canada Inc.

2. Name and address of party receiving an interest:
Name: Freewills.com, Ltd.

12/31/01



Address: c/o Codan Services Limited
Clarendon House
2 Church Street
PO Box HM 666
Hamilton HM CX, Bermuda

Entity:

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

Entity:

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

3. Interest Conveyed:

- Assignment
- Change of Name
-
- Merger
- Other - Asset Purchase Agreement

Citizenship

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(The attached document must not be an assignment)

Execution Date - September 26, 2001

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

Additional sheet attached? Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

76/013,794 76/013,795
76/013,796 76/013,797
76/221,396 76/221,397

5. Please mail documents back to:

James R. Menker
Pillsbury Winthrop LLP
1600 Tysons Boulevard
McLean, Virginia 22102

6. Number of applications and registrations involved: 6

7. Amount of fee enclosed: \$ 165.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 84111 / 282538
C# M#

01/03/2002 TDIAZ1 00000172 76013794

01 FC:481 40.00 OP
02 FC:482 125.00 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.

Signature

Total number of pages including cover sheet, attachments and document. (excluding duplicate cover sheet)	3
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Attorney: James R. Menker
Date: December 28, 2001
Atty/Sec: JRM:eba

Tel: (703) 905-2145
Fax: (703) 905-2000

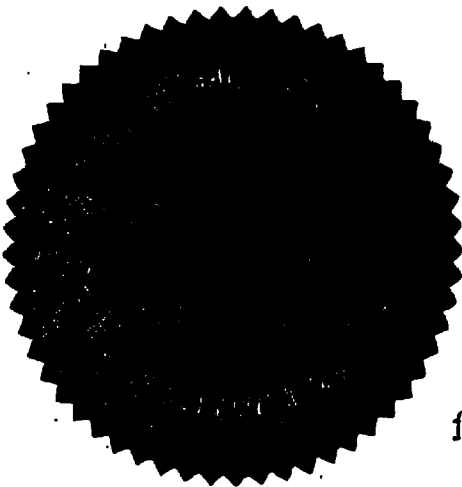
Registration No. 30258



BERMUDA

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

I HEREBY CERTIFY that in accordance with section 10 of the Companies Act 1981 **Freewills.com (Bermuda), Ltd.** by resolution and with the approval of the Registrar of Companies has changed its name and was registered as **Freewills.com, Ltd.** on the 26th day of September, 2001.



Given under my hand and the Seal of
the REGISTRAR OF COMPANIES
this 2nd day of October, 2001.

A handwritten signature in cursive script, appearing to read "A. Buchanan".

for Registrar of Companies

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant Name: Freewills.com, Ltd.

Mark: FREE WILLS

Ser. No. 76/013,794

Filing Date: March 24, 2001

Allowance Date:

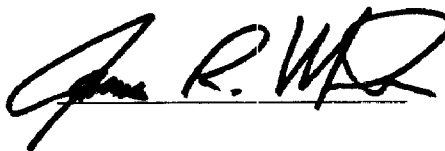
Our Ref. No. 84111/282538

**POWER OF ATTORNEY
DESIGNATION OF REPRESENTATIVE**

The undersigned hereby appoints the attorneys named below of Pillsbury Winthrop LLP, 1600 Tysons Boulevard, McLean, Virginia 22102, (703) 905-2000, and all members of that firm and all other attorneys associated with that firm, to file this declaration, and to transact all business in the Patent and Trademark Office connected therewith. The undersigned further hereby designates Pillsbury Winthrop LLP, whose postal address is 1600 Tysons Boulevard, McLean, Virginia 22102, as a representative upon whom notices or processes affecting the mark may be served.

Please direct all communications to Paul W. Kruse at (703) 905-2120 or James R. Menker at (703) 905-2145.

By:



Name: James R. Menker

Title: Applicant's Attorney

Date: December 28, 2001