

USAB No. 0651-0011 (exp. 4/94)



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

1. Name of conveying party(ies):

Zantaz.com, Inc.

- Individual(s)
- General Partnership
- Corporation-State California
- 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: March 28, 2001

2. Name and address of receiving party(ies):

Name: Zantaz, Inc.

Internal Address: _____

Street Address: 5671 Gibraltar Drive

City: Pleasanton State: CA ZIP: 94588

- 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

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

A. Trademark Application No.(s)

75/664,270

B. Trademark Registration No.(s)

2,477,099

Additional numbers attached? Yes No

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

Name: Suzanne M. Turner

Wilson Sonsini Goodrich & Rosati

Internal Address: Trademark and Advertising Practice Group

Street Address: 650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304

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:

23-2415 Attn: 19080-900

(Attach duplicate copy of this page if paying by deposit account)

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01 FC:461
02 FC:462

40.00 OP
25.00 OP

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.

Suzanne M. Turner
Name of Person Signing

October 19, 2001
Date

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

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



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

APR 06 2001



Bill Jones

Secretary of State

MAR 28 2001

BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ZANTAZ.COM, INC.

Steven King and Randall Gausman certify that:

1. They are the Chief Executive Officer and Secretary, respectively, of Zantaz.com, Inc., a California corporation (the "corporation").

2. Article I of the Amended and Restated Articles of Incorporation of this corporation are amended to read as follows:

"The name of this corporation is Zantaz, Inc. (the "corporation")."

3. Article III, Section (B)(6)(d)(4)(E) of the Amended and Restated Articles of Incorporation of this corporation shall be amended to read as follows:

"(E) shares of Common Stock issued pursuant to that certain Shareholder Rights Agreement, as may be amended from time to time, by and between the corporation and CD Kineon."

4. Article III, Section (B)(6)(d)(4) of the Amended and Restated Articles of Incorporation of this corporation shall be amended to include the following provision:

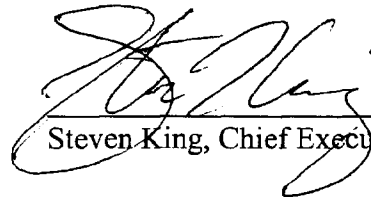
"(F) shares of Common Stock issued by way of a dividend or other distribution on shares of Common Stock excluded from the definition of Additional Shares of Common Stock by the foregoing clauses (A), (B), (C), (D), and (E) or this clause (F) or on shares of Common Stock so excluded."

5. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors of this corporation.

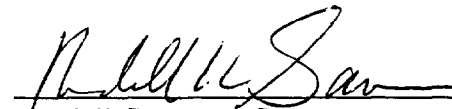
6. The foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of the corporation is 6,281,318 shares of Common Stock, 6,326,706 shares of Series A Preferred Stock, 6,250,000 shares of Series B Preferred Stock, 9,022,503 shares of Series C Preferred Stock and 4,517,705 shares of Series D Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the Common Stock, more than fifty percent (50%) of the Common Stock, Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock voting together as a single class and more than fifty percent (50%) of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred and Series D Preferred Stock voting as a single class.

IN WITNESS WHEREOF, the undersigned has executed this certificate in Pleasanton, California, this 26th day of March, 2001.

The undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true of his or her own knowledge.



Steven King, Chief Executive Officer



Randall Gausman, Secretary

