

01-11-2002



Form PTO-1594 (Rev. 6-93) RE

SHEET

U.S. DEPARTMENT OF COMMERCE

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

Patent and Trademark Office

101941014

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

1. Name of conveying party(ies):
 iBenefits Holding, Inc. 1700

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

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

2. Name and address of receiving party(ies):
 UltraLink, Inc.
 535 Anton Boulevard, 9th Floor
 Costa Mesa, CA 92626

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: of the State of Delaware
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 14, 2000

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)

4. Application number(s) or trademark number(s), and identification or description of the mark(s):

A. Trademark Application No(s). and description B. Trademark Registration No(s). and description

1,860,115 (ULTRALINK)

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

Richard M. Berman
 FAEGRE & BENSON LLP
 2200 Wells Fargo Center
 90 South Seventh Street
 Minneapolis, MN 55402-3901
 612/766-6907

6. Total number of applications and registrations involved: 01

7. Total fee (37 CFR 3.41) \$40.00

Enclosed
 Authorized to be charged to deposit account for underpayment

8. Deposit Account number: 06-0029

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.

Richard M. Berman Richard M. Berman October 30, 2001
 Name of person signing Signature Date

01/10/2002 LNUELLER 00000246 1060115
 01 FC:481 Total number of pages including cover sheet, attachments, and document: 40.00

Mail documents to be recorded with required cover sheet information to:
 Director - U.S. Patent and Trademark Office, Box Assignments
 Washington, D.C. 20231

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 "IBENEFITS HOLDINGS, INC.", CHANGING ITS NAME FROM "IBENEFITS HOLDINGS, INC." TO "ULTRALINK, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 2000, AT 9 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

3209454 8100

001576321

AUTHENTICATION: 0803488

DATE: 11-20-00

TRADEMARK
REEL: 002420 FRAME: 0428

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
iBENEFITS HOLDINGS, INC.**

The undersigned hereby certifies that:

1. The name of the corporation is iBenefits Holdings, Inc. (hereinafter called the "corporation").
2. The Restated Certificate of Incorporation of the corporation is hereby amended by striking out Article FIRST thereof and substituting in lieu of said Article the following new Article:

"FIRST: The name of the Corporation is:

ULTRALINK, INC."

3. The amendment of the Restated Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporations Law of the State of Delaware.

Signed on November 14, 2000

By: 

Name: Tim Immel

Title: Chief Financial Officer

*STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/15/2000
001576321 - 3209458*