

05-15-2002



1/17/02

102085831



1. Name of conveying party(ies):

In Touch Technologies Holdings Ltd.
Mill Mall, Suite 6
Wickhams Cay 1
P.O. Box 3085
British Virgin Islands

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

Upaid Systems, Ltd.
30, avenue de Massine
75008 Paris
France

76/186195

3. Nature of conveyance:

___ Assignment
___ Security Agreement
___ Other: X Merger
Change of Name

Execution Date(s): January 12, 2001 (merger) and August 16, 2001 (change of name)

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment) Additional names and addresses attached? Yes No

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

A. Trademark Application No.: 76/186,195

B. Trademark Registration No.: N/A

C. Additional numbers attached? Yes No

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

STAAS & HALSEY LLP
Attention: David M. Pitcher
700 Eleventh Street, N.W.
Suite 500
Washington, D.C. 20001

Our Docket: 1444.2016/DMP

6. Total number of applications and registrations involved: 1

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

XX Check Attached for Payment of the above fee.
___ Authorized to be charged to deposit account.

40E

8. Deposit Account No.: 19-3935 (Any underpayment is authorized to be charged to this Deposit Account)
(Attach duplicate copy of this page if paying by deposit account.)

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.

David M. Pitcher, Reg. No. 25,908
Name of Person Signing

David M. Pitcher
Signature

January 17, 2002
Date

Total number of pages including cover sheet: 5

01/22/2002 AAHMED1 00000148 76186195

01 FC:481

40.00 DP

TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Trademark Application of:

Upaid Systems, Ltd.

International Class: 9

Serial No: 76/186,195

Law Office: 113

Filed: December 22, 2000

Examining Attorney: Amy L. Hermansen

Mark: UPAID

DESIGNATION OF DOMESTIC REPRESENTATIVE

The undersigned owner of the above application hereby designates David M. Pitcher, STAAS & HALSEY LLP, 700 Eleventh Street, N.W., Washington, D.C. 20001 as applicant's representative upon whom notices or process in proceedings affecting the application and mark may be served.

UPAID SYSTEMS, LTD.

Jan. 16, 2002
Date

By:

David E. Dunn
Name: David E. Dunn
Title: Chairman



TERRITORY OF THE BRITISH VIRGIN ISLANDS

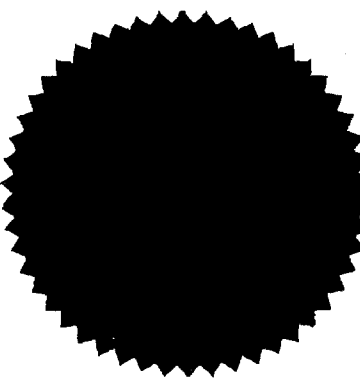
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF MERGER

(SECTION 76)

No. of surviving company 328983

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES
pursuant to the International Business Companies Act, Cap. 291 that Articles
of Merger between IN TOUCH TECHNOLOGIES HOLDINGS LIMITED, of the British Virgin Islands,
IN TOUCH TECHNOLOGIES LIMITED, of the British Virgin Islands
have this 12th day of January, 2000, been registered and that upon the
12th day of January, 2000, IN TOUCH TECHNOLOGIES HOLDINGS LIMITED,
shall be the surviving company of the merger.



Given under my hand and seal at

Road Town, in the Territory of the

British Virgin Islands

SGD: BRENDA SMITH
ASST. REGISTRAR OF COMPANIES

CERTIFIED A TRUE COPY BY THE REGISTRAR OF COMPANIES:
CFT1003C3

Date: 18th day of July, 2001



TERRITORY OF THE BRITISH VIRGIN ISLANDS

THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP.291)

CERTIFICATE OF INCORPORATION (SECTION 11)

No. 328983

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES
pursuant to the International Business Companies Act, (Cap.291) that

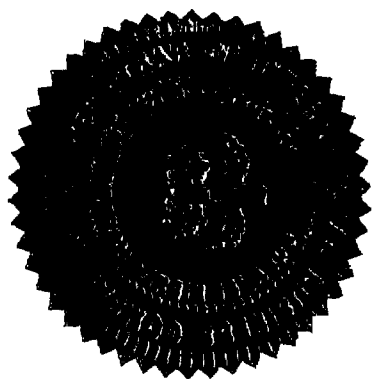
Upaid Systems, Ltd.

is incorporated in the British Virgin Islands as an International Business
Company, and that the former name of the said company was

Upaid Systems, Ltd.

which name has been changed this 24th day of September, 2001 to

Upaid Systems, Ltd.



Given under my hand and seal at
Road Town in the Island of Tortola

SGD: BRENDA SMITH
ASST. REGISTRAR OF COMPANIES

Brenda Smith
ASST.

CERTIFIED A TRUE COPY BY THE REGISTRAR OF COMPANIES.
DATE: 11th day of October, 2001

CRTT0152