

03-29-2002

FORM PTO-1595
1-31-92

RE



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TR

102036121

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

1. Name of conveying party(ies):
 Small Systems Design, LLC
 3050 Airport Avenue, Unit C
 Santa Monica, California 90405
 _____ Individual(s) _____ Association
 _____ General Partnership _____ Limited Partnership
 _____ Corporation -
 Other-California limited liability company

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

3-22-02

2. Name and address of receiving party(ies):
 Name: Think Outside, LLC
 Internal Address: _____
 Street Address: 3050 Airport Avenue, Unit C
 City: Santa Monica State: CA ZIP: 90405
 _____ Individual(s) citizenship _____
 _____ Association _____
 _____ Limited Partnership _____
 _____ Corporation _____
 Other-California limited liability company



03-22-2002

U.S. Patent & TMO/TM Mail Rpt Dt. #70

3. Nature of conveyance:
 _____ Assignment _____ Merger
 _____ Security Agreement Change of Name
 _____ Other _____

Execution Date: July 20, 1999

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 registration number(s):
 A. Trademark Application No.(s)
75/756219

B. Trademark Registration No.(s)
 2,507,746

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Lori M. Stockton
 Internal Address: BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN
 Street Address: 12400 Wilshire Boulevard, 7th Floor
 City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and patents involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
02-2666
 (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.

Lori M. Stockton
 Name of Person Signing

Signature

3/19/02
 Date

Total number of pages comprising cover sheet: 3

03/28/2002 LMUELLER 00000192 75756219
 01 FC:481 40.00 00
 02 FC:482 25.00 00

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513 on 3/19/02
Candace Baker
 Candace Baker Date

TRADEMARK
REEL: 002471 FRAME: 0343



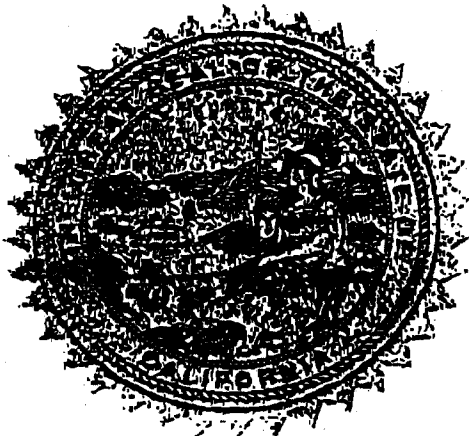
SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, 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

JUL 28 1999



Bill Jones

Secretary of State



State of California

Bill Jones

Secretary of State

LIMITED LIABILITY COMPANY CERTIFICATE OF AMENDMENT

A \$30.00 filing fee must accompany this form.
IMPORTANT - Read Instructions before completing this form

FILED
In the Office of the Secretary of State
of the State of California

JUL 27 1999

BILL JONES, Secretary of State

This Space For Filing Use Only

Limited Liability Company Name:
Small Systems Design, LLC

Secretary of State File number: 199806210059

Enter only the information in the Articles of Organization (LLC-1) amended by filing this Certificate of Amendment (LLC-2). Provide the text of the amendment adopted using the space provided and/or attaching one or more separate pages.

A. Amendment to text of the Articles of Organization:

B. Limited Liability Company Name: Think Outside, LLC

C. Latest date on which the limited liability company is to dissolve: (Month/Day/Year) _____

D. The Limited Liability Company will be managed by (Check One):

One Manager More Than One Manager Limited Liability Company Members

E. Any change in the events that will cause dissolution of the Limited Liability Company.

Number of pages attached, if any: None

It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

[Signature]
Signature of authorized person

Bob Olodort, Manager
Type or print name and title of authorized person

Date: July 20, 1999

RETURN TO:

NAME Allan B. Duboff, Esq.
FIRM Richman, Lawrence, Mann, Chizever & Phillips, P.C.
ADDRESS 9601 Wilshire Blvd., Penthouse
CITY/STATE Beverly Hills CA 90210-5270
ZIP CODE _____

