

03-29-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Matchmaker Worldwide Networks, Inc.

3.18.02

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

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

2. Name and address of receiving party(ies)

Name: Matchmaker.com, Inc.

Internal Address: Suite 660

Street Address: 2350 W. Airport Freeway

City: Bedford State: TX Zip: 76021

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Texas 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

OFFICE OF PUBLIC RECORDS 702 MAR 18 AM 7:41 FINANCE SECTION

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date:

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

A. Trademark Application No.(s)

Attached hereto in Appendix A.

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Michelle A. Massicotte

Internal Address: Fish & Richardson, P.C.

Street Address: 225 Franklin Street

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: 06-1050, Reference 01568

(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.

Michelle A. Massicotte

Name of Person Signing

[Signature]

Signature

03/06/02

Date

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

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

APPENDDIX A

Application Serial No.

Mark

- | | | |
|----|------------|-----------------------------|
| 1) | 75/621,318 | MATCHMAKER.COM |
| 2) | 75/749,243 | MATCHMAKER.COM (and design) |

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The State of Texas

SECRETARY OF STATE

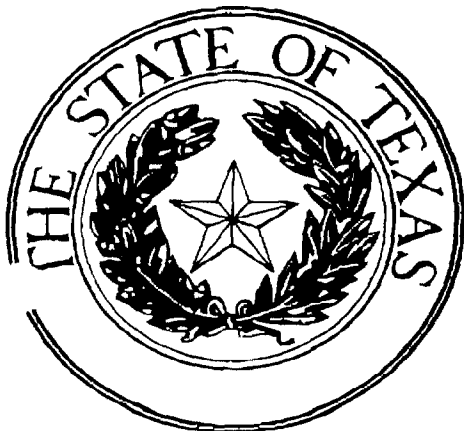
CERTIFICATE OF INCORPORATION OF MATCHMAKER WORLDWIDE NETWORKS, INC. CHARTER NUMBER 1474739-00

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: January 23, 1998
Effective: January 23, 1998



Alberto R. Gonzales
Secretary of State

CEB

FILED
In the Office of the
Secretary of State of Texas
JAN 23 1998
Corporations Section

ARTICLES OF INCORPORATION
OF

MATCHMAKER WORLDWIDE NETWORKS, INC.



ARTICLE ONE

The name of the Corporation is MATCHMAKER WORLDWIDE NETWORKS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred Thousand (100,000). The shares shall have a par value of \$1.00.

ARTICLES OF INCORPORATION
MATCHMAKER WORLDWIDE NETWORKS, INC.
PAGE 1

ARTICLE FIVE

The Corporation will not commence business until it has received consideration equal to or exceeding the value of \$1,000.00, consisting of money, labor done, or property actually received, for the issuance of its shares.

ARTICLE SIX

The street address of its initial Registered Office, and the name of its initial Registered Agent at this address is as follows:

William C. Meier
2350 Airport Freeway, Suite 660
Bedford, Texas 76022

ARTICLE SEVEN

The number of initial Directors is one (1). The name and address of the initial Director are:

Patrick M. O'Leary
1902 Central Drive, Suite D
Bedford, Texas 76021

ARTICLE EIGHT

The preemptive rights of the Shareholders of the Corporation to acquire additional shares of the Corporation are hereby affirmed.

ARTICLE NINE

The Shareholders of the Corporation are hereby denied the right of cumulative voting.

ARTICLE TEN

The name and address of the Incorporator is:

William C. Meier
2350 Airport Freeway, Suite 660
Bedford, Texas 76022

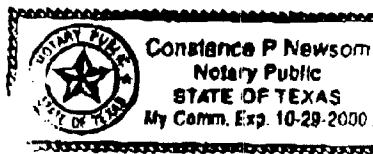
IN WITNESS WHEREOF: I have hereunto set my hand this 23rd day of January, 1998.

William C. Meier
WILLIAM C. MEIER, Incorporator

SUBSCRIBED, SWORN TO, AND ACKNOWLEDGED before me this the 23rd day of January, 1998, to which witness my hand and seal of office.

Constance P. Newsom
Notary Public In and For
The State of Texas

Printed Name of Notary:
My commission expires:





The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

MATCHMAKER.COM, INC.
FORMERLY
MATCHMAKER WORLDWIDE NETWORKS, INC.

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: February 3, 1999

Effective: February 3, 1999



Secretary of State

DLU

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MATCHMAKER WORLDWIDE NETWORKS, INC.**

FILED
In the Office of the
Secretary of State of Texas
FEB 3 1999
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I.

The name of the corporation is MATCHMAKER WORLDWIDE NETWORKS, INC.

ARTICLE II.

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on January 30, 1999, by changing the name of the corporation.

The amendment alters or changes Article One of the original Articles of Incorporation and the full text of that provision altered is as follows:

"ARTICLE ONE

The name of the Corporation is Matchmaker.com, Inc."

ARTICLE III.

The number of shares of the corporation outstanding at the time of such adoption was 88,000; and the number of shares entitled to vote thereon was 88,000.

ARTICLE IV.

The number of shares voted for such amendment was 86,000; and the number of shares voted against such amendment was zero (0). Not present at the meeting and therefore not voting were the holders of 2,000 shares.

ARTICLE V.

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on January 30, 1999, by increasing the authorized shares and changing the par value.

The amendment alters or changes Article Four of the original Articles of Incorporation and the full text of that provision altered is as follows:

"ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is Fifty Million (50,000,000). The shares shall have a par value of \$.002."

ARTICLE VI.

The number of shares of the corporation outstanding at the time of such adoption was 88,000; and the number of shares entitled to vote thereon was 88,000.

ARTICLE VII.

The number of shares voted for such amendment was 86,000; and the number of shares voted against such amendment was zero (0). Not present at the meeting and therefore not voting were the holders of 2,000 shares.

ARTICLE VIII.

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on December 21, 1998, by denying preemptive rights to shareholders.

The amendment alters or changes Article Eight of the original Articles of Incorporation and the full text of that provision altered is as follows:

"ARTICLE EIGHT

The preemptive rights of the Shareholders of the Corporation to acquire additional shares of the Corporation are hereby denied."

ARTICLE IX.

The number of shares of the corporation outstanding at the time of such adoption was 88,000; and the number of shares entitled to vote thereon was 88,000.

ARTICLE X.

The number of shares voted for such amendment was 88,000; and the number of shares voted against such amendment was zero (0).

ARTICLE XI.

The manner in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

"The present holder of one (1) share of \$1.00 par value stock will exchange the share for one (1) share of \$.002 par value stock."

ARTICLE XII.

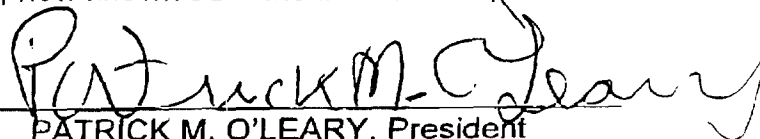
The manner in which such amendment effects a changes in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

No effect.

DATED: February 1, 1999.

MATCHMAKER WORLDWIDE NETWORKS,
INC., now known as Matchmaker.com, Inc.

BY:


PATRICK M. O'LEARY, President

SUBSCRIBED, SWORN TO, AND ACKNOWLEDGED before me this the 15th day of February, 1999, to which witness my hand and seal of office.

Corliss Schreiber
Notary Public In and For
The State of Texas

Printed Name of Notary: Corliss Schreiber
My commission expires: 11-24-2001

