



To the Honorable Commissioner of Patents a.

102050533

al documents or copy thereof.

1. Name of conveying party(ies):
FUN SPACE, INC.

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

Name: **METATOOLS, INC.**

Internal Address:

Street Address: **1590 E. Mountain Drive**

City: **Montecito** State: **CA** ZIP: **93108**

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

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

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

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

3. Nature of Conveyance:

- Assignment
- Change of Name
- Security Agreement
- Other
- Merger

Execution Date: **05/21/2001**

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

A. Trademark Application No.(s)

B. Trademark No.(s)

1,988,781

Additional numbers attached? Yes No

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

Name: **Blakely, Sokoloff, Taylor & Zafman LLP**

Internal Address:

Street Address: **12400 Wilshire Boulevard
7th Floor**

City: **Los Angeles** State: **CA** ZIP: **90025**

6. Total number of applications and patents involved

7. Total Fee (37 CFR 3.41).....\$ **40.00**

- 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)

04/10/2002 791A21 00000248 1988781

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DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Roger W. Blakely, Jr.

Name of Person Signing

Signature

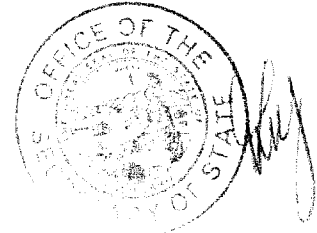
March 21, 2002

Date

Total number of pages including cover sheet, attachments, and document: **3**

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

State of California



SECRETARY OF STATE

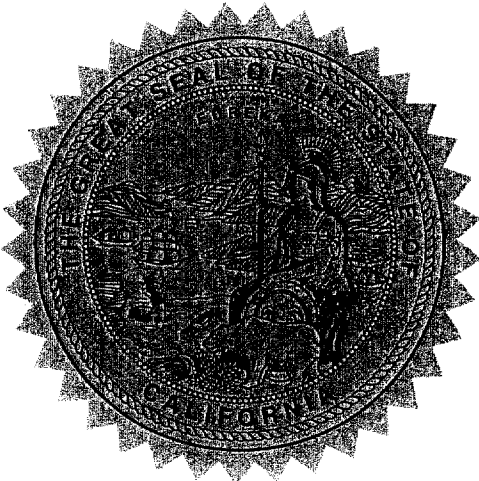
I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 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

JUN - 1 2001

Secretary of State



CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAY 29 2001

BILL JONES, Secretary of State

The undersigned certifies that:

1. He is the President and Secretary of FUN SPACE, INC., a California corporation.

2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

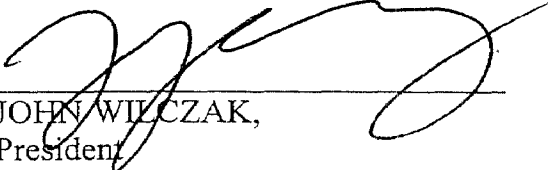
The name of the corporation is METATOOLS, INC.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors of the corporation.

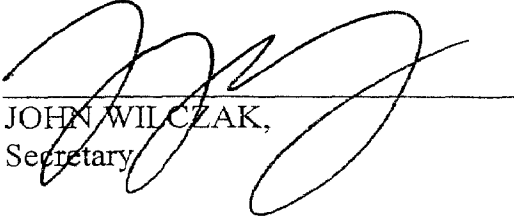
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the Corporation is ONE THOUSAND (1,000). The number of shares voting in favor of the Amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare, under penalty of perjury, under the laws of the State of California, that the matters set forth in this Certificate of Amendment are true and correct of my own knowledge.

Date: May 21, 2001



JOHN WILCZAK,
President



JOHN WILCZAK,
Secretary

