

FORM PTO-1594 (Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

Tab settings

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

1. Name of conveying party(ies):
RC NETWORKS, INC.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name (Amended and Restated Articles of Incorporation)

Execution Date: _____

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

Name: VIADUX, INC.

Internal Address: 9890 TOWNE CENTRE DRIVE, SUITE 200

Street Address: _____

City: SAN DIEGO State: CA ZIP: 92121

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation State CALIFORNIA
- 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) & addresses attached? Yes No

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

A. Trademark Application No.(s)

76/404,366

B. Trademark Registration No.(s)

2,518,199; 2,485,585; 2,523,214
2,565,729

Additional numbers attached? Yes No

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

Name: John M. Kim, Esq.

Internal Address: Gray Cary Ware & Freidenrich LLP

4365 Executive Drive, Suite 1100,

San Diego, CA 92121-2133

6. Total number of applications and registrations involved:.....

5

7. Total fee (37 CFR 3.41) \$140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-1895

(Attach duplicate copy of this page if paying by deposit account)

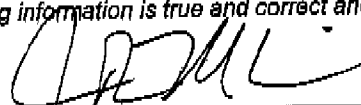
DO NOT USE THIS SPACE

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.

John M. Kim, Esq.

Name of Person Signing



Signature

June 12, 2002

Date

Total number of pages including cover sheet, attachments, and document: **5**

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

TRADEMARK

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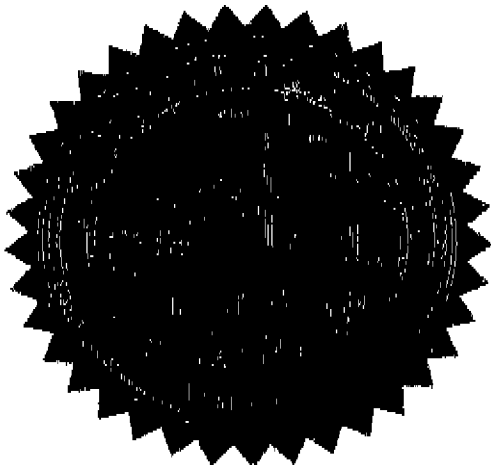


SECRETARY OF STATE

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

That the attached transcript of 2 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 05 2002

Secretary of State

A0581992

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

CERTIFICATE OF AMENDMENT

MAY 31 2002

OF THE

BILL JONES, Secretary of State

FIFTH AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

RC NETWORKS

The undersigned, Vicki Marion and Michelle Hays, hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of RC Networks, a California corporation (the "Corporation").

2. Article I of the Corporation's Fifth Amended and Restated Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

"The name of the corporation is Viadux, Inc."

3. The foregoing amendment of the Fifth Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.


4. The foregoing amendment of the Fifth Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of the Corporation is 132,430 shares of Common Stock and 9,322,760 shares of Series A Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 66 2/3% of the outstanding shares of Series A Preferred Stock, voting as a single class, and more than a majority of all of the outstanding shares of the Corporation entitled to vote, voting together as a single class, on an as-if converted to Common Stock basis.

Each of the undersigned certifies under penalty of perjury that she has read the foregoing Certificate of Amendment of the Fifth Amended and Restated Articles of Incorporation and knows the contents thereof, and that the statements therein are true.

Executed in San Diego, California on May 28, 2002.



Vicki Marion, President



Michelle Hays, Secretary

