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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): Research Engineers, Inc. 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: Netguru.com, Inc. Internal Address: Street Address: 22700 Savi Ranch Pkwy City: Yorba Linda State: CA Zip: 92887 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: 2/18/2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,759,639 Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jeffrey T. Haley Internal Address: GRAYBEAL JACKSON HALEY LLP Street Address: 155 - 108th Ave. NE # 350 City: Bellevue State: WA Zip: 98004-5901

7. Total fee (37 CFR 3.41) \$ 25.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. 04/26/2002 LNUELLER 00000255 1759639 25.00 OP Jeffrey T. Haley Name of Person Signing

Signature: [Handwritten Signature] Date: 3/28/02

04/26/2002 LNUELLER 00000254 1759639 40.00 OP 01 FC:481 Void date: 04/26/2002 LNUELLER 00000254 1759639 01 FC:481 -40.00 OP

Total number of pages including cover sheet, attachments, and document: 4 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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State of Delaware
Office of the Secretary of State

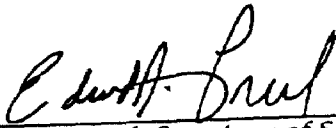
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NETGURU.COM, INC", A DELAWARE CORPORATION,
WITH AND INTO "RESEARCH ENGINEERS, INC." UNDER THE NAME OF
"NETGURU.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE EIGHTEENTH DAY OF FEBRUARY, A.D. 2000, AT 5:31
O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

0277626

DATE:

02-24-00

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CERTIFICATE OF OWNERSHIP AND MERGER
 MERGING
 NETGURU.COM, INC.
 INTO
 RESEARCH ENGINEERS, INC.
 (Pursuant to Section 253 of the
 General Corporation Law of Delaware)

Research Engineers, Inc., a Delaware corporation, does hereby certify:

FIRST: That Research Engineers, Inc. is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Research Engineers, Inc. owns all of the outstanding shares of the capital stock of netguru.com, inc., a Delaware corporation.

THIRD: That Research Engineers, Inc., by the following resolutions of its Board of Directors, duly adopted on the 18th day of February, 2000, determined to merge into itself netguru.com, inc. on the conditions set forth in such resolutions:

RESOLVED: That Research Engineers, Inc. merge into itself its subsidiary, netguru.com, inc., and assume all of said subsidiary's liabilities and obligations;

RESOLVED FURTHER: That the Chief Executive Officer and the Secretary of Research Engineers, Inc. be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge netguru.com, inc. into Research Engineers, Inc. and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the Office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County:

RESOLVED FURTHER: That Research Engineers, Inc. shall change its corporate name to netguru.com, inc.; and

RESOLVED FURTHER: That the officers of Research Engineers, Inc. be, and each of them hereby is, authorized and directed to take all such further actions and to execute and deliver, in the name and on behalf of Research Engineers, Inc. and under its seal or otherwise, any and all such further documents, certificates and instruments, and to pay all such expenses, as they or any of them may deem necessary or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereby; and that the taking of

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each such action, the execution and delivery of each such document or instrument, and the payment of each such expense shall be conclusive evidence of its necessity or advisability, and that any such action previously taken by any officer of the Corporation in this respect hereby is approved, ratified, adopted and confirmed.

Executed on February 18, 2000.

Research Engineers, Inc.

By:


Amrit Das, Chairman of the Board and Chief Executive Officer

Attest:


Wayne Blair, Secretary

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