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SHEET

Attorney Docket No.: 48467-0000-0001

102078220

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

<p>1. Name of conveying party(ies):</p> <p>Peer Digital, Inc. a Delaware corporation</p>	<p>2. Name and address of receiving party(ies):</p> <p>V-Span1, Inc. APR 25 1100 First Avenue King of Prussia, Pennsylvania 19406</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other: Conversion to Limited Liability Company</p> <p>Execution Date: August 20, 2001</p>	<p><input type="checkbox"/> Individual(s) citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership: <input type="checkbox"/> Limited Partnership: <input checked="" type="checkbox"/> Corporation-State: Delaware <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: <input type="checkbox"/> Yes; <input checked="" type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)</p>
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s):</p> <p>75/930,734, 75/930,694, 75/930,675, 75/930,735, 75/852,066 and 75/785,734</p>	<p>B. Trademark Registration Nos.:</p>
<p>5. Name and address of party to whom correspondence document should be mailed:</p> <p>Regina A. O'Brien, Esq. Morgan, Lewis & Bockius LLP 1111 Pennsylvania Ave., N.W. Washington, D.C. 20004</p> <p>Telephone: 202-739-5246 Facsimile: 202-739-3001 E-Mail: ro'brien@morganlewis.com</p>	<p>6. Total number of applications and registrations involved: 6</p> <p>7. Total fee (37 CFR 3.41) Cal. <u>1</u> x \$40.00 = \$ <u>40.00</u> <u>5</u> x \$25.00 = \$ <u>125.00</u> Total \$ 165.00</p> <p><input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 13-4520</p>

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.

Regina A. O'Brien
Name of Person Signing

Signature

April 25, 2002
Date

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

OMB No. 0651-0011 exp. 4-94

05/03/2002 TDIAZI 00000096 75930734

01 FC:481 40.00 OP
02 FC:482 125.00 OP

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PEER DIGITAL, INC.", CHANGING ITS NAME FROM "PEER DIGITAL, INC." TO "V-SPAN1, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF AUGUST, A.D. 2001, AT 2:30 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1306510

DATE: 08-22-01

TRADEMARK
REEL: 002498 FRAME: 0480

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PEER DIGITAL, INC.**

Peer Digital, Inc., a corporation organized and existing under and by virtue of the general Corporation Law of the State of Delaware (the "Corporation"), for the purpose of amending its Certificate of Incorporation pursuant to Section 242 of the Delaware General Corporation Law does hereby certify as follows:


1. Article FIRST of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"FIRST: The Name of the Corporation is V-SPAN1, Inc."

2. The Corporation hereby certifies that the amendment set forth above has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law and has been consented to in writing by the Board of Directors of the Corporation in accordance with the provisions of Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Incorporation to be duly adopted and executed in its corporate name and on its behalf by its duly authorized officer as of the 20th day of August, 2001.

Peer Digital, Inc.

By: 
Richard B. Ruben
President