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

RECORDATION TRADEMARK

DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

<p>1. Name of conveying party(ies): Matrix.Net, Inc.</p> <p><input type="checkbox"/> Individual(s) <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>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: Matrix NetSystems, Inc.</p> <p>Internal Address: _____</p> <p>Street Address: 1106 Clayton Lane, Ste. 501W</p> <p>City: Austin State: TX Zip: 78723</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><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small></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 _____</p> <p>Execution Date: February 26, 2002</p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) 76/033,607</p>	<p>B. Trademark Registration No.(s) 2,244,176; 2,388,456; 2,435,672; 2,446,790; 2,523,496; 2,498,418; 2,531,888; 2,474,812</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Martin Korn</p> <p>Internal Address: Locke Liddell & Sapp LLP</p> <p>Street Address: 2200 Ross Ave., Ste. 2200</p> <p>City: Dallas State: TX Zip: 75201</p>	<p>6. Total number of applications and registrations involved: 9</p> <p>7. Total fee (37 CFR 3.41).....\$ 240</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 12-1781</p> <p><small>(Attach duplicate copy of this page if paying by deposit account)</small></p>
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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.

Martin Korn _____
Name of Person Signing

Signature

May 3, 2002 _____
Date

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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01 FC:481 40.00 OP
02 FC:482 200.00 OP

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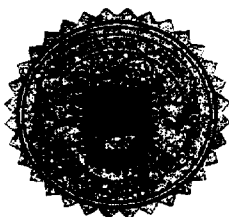
Delaware

PAGE 1

The First State

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 "MATRIX.NET, INC.", CHANGING ITS NAME FROM "MATRIX.NET, INC." TO "MATRIX NETSYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2002, AT 11:30 O'CLOCK A.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

3364388 8100

AUTHENTICATION: 1633146

020127458

DATE: 02-26-02

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:30 AM 02/26/2002
020127458 - 3364388

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
MATRIX.NET, INC.**

Matrix.Net, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), **DOES HEREBY CERTIFY:**

FIRST: The name of the Corporation is Matrix.Net, Inc., and the Corporation was originally incorporated on March 5, 2001 pursuant to the General Corporation Law of the State of Delaware; and


SECOND: That the directors of the Corporation adopted resolutions approving and declaring advisable the following amendment to the Corporation's Certificate of Incorporation (the "Certificate"); and

THIRD: That the following amendment was duly adopted and approved in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware by the required vote of the stockholders of the Corporation pursuant to a Written Consent of Stockholders of the Corporation dated February 1, 2002:

BE IT RESOLVED, that Article I of the Certificate is hereby amended to read in its entirety as follows:

"The name of the corporation is Matrix NetSystems, Inc."

IN WITNESS WHEREOF, the undersigned officer has executed this Certificate of Amendment to Certificate of Incorporation of Matrix.Net, Inc. (to be renamed Matrix NetSystems, Inc. hereby) this 26 day of February, 2002.



William Palumbo
Chief Executive Officer