

06-10-2002



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

U.S. DEPARTMENT OF COMMERCE U.S. 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.

1. Name of conveying party(ies): Sleep Solutions, Inc. (f/k/a Local Silence, Inc.)

2. Name and address of receiving party(ies) Name: Sleep, Inc. Internal: Eric Seedman Address: 65 Enterprise Aliso Viejo State: CA Zip: 92656

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: September 12, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2072050

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Weil, Gotshal & Manges LLP Internal Address: Attn: Roger F. Ross II Street Address: 201 Redwood Shores Parkway 5th Floor Redwood City: Shores State: CA Zip: 94065

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 [X] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: N/A

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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. Roger F. Ross II Name of Person Signing Signature Date: May 20, 2002

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

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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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT ("Trademark Assignment") is made by and between Sleep, Inc., a California corporation, with its principal place of business at 65 Enterprise, Aliso Viejo, CA 92656 (the "Assignee"), and Sleep Solutions, Inc., a California corporation, with its principal place of business at 2450 El Camino Real, Suite 101, Palo Alto, California 94306 ("Assignor").

WHEREAS, Assignor and Assignee have entered into an Assignment and License Agreement, executed on September 12, 2001 (the "Effective Date"), pursuant to which Assignor has agreed to assign, among other things, all of its rights, title and interest in and to the Marks (as defined below) to the Assignee.

NOW, THEREFORE, for and in consideration of the covenants and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and affirmed, the parties agree as follows:

1. **Marks.**

"Marks" shall mean the trade names, trademarks, service marks, trade dresses, logos, designs and slogans, in word mark, stylized and/or design formats of *Silent Night* and any other marks or domain names incorporating the term "Silent Night" that are owned or controlled by Assignor, and all goodwill associated with such marks.

2. **Assignment.**

Assignor hereby assigns, transfers and conveys to Assignee all of its rights, title and interest in and to the Marks, and the registrations and applications, if any, relating thereto, together with the goodwill of the business symbolized by the Marks and all rights, claims and privileges pertaining thereto, including, without limitation, the right to sue and recover damages for past, present and future infringement thereof, and the right to prosecute and maintain trademark applications and the registrations for the Marks.

IN WITNESS WHEREOF, the parties hereto have caused this Trademark Assignment to be executed as of the Effective Date.

ASSIGNOR:

SLEEP SOLUTIONS, INC.

By: Daniel R. Dugan

Name: Daniel R. Dugan

Title: President / CEO

ASSIGNEE:

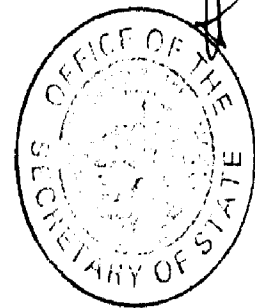
SLEEP, INC.

By: Eric Seedman

Name: ERIC SEEDMAN

Title: Pres / CEO

State of California



SECRETARY OF STATE

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

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, 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

MAY - 7 2002



Bill Jones

Secretary of State

A508277

1847233
LOCAL SILENCE, INC.

FILED 36
In the office of the Secretary of State
of the State of California

MAY - 8 1998

Bill Jones
BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT
OF

RESTATED ARTICLES OF INCORPORATION

Scott Adams and J. Casey McGlynn certify that:

1. They are the President and Secretary, respectively of Local Silence, Inc., a California corporation

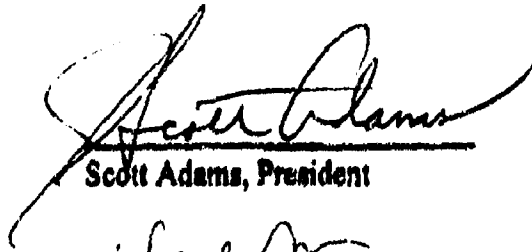
2. Article I of the Restated Articles of Incorporation of this corporation is amended in its entirety to read as follows:

The name of this corporation is Sleep Solutions, Inc.

3. The foregoing amendment of the Restated Articles of Incorporation has been duly approved by the board of directors of the corporation.

4. The foregoing amendment of the Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 3,716,509 shares of Common Stock. The number of shares voting in favor of the amendment of the Restated Articles of Incorporation equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of our own knowledge. Executed on May 6, 1998 at Palo Alto, California.



Scott Adams, President



J. Casey McGlynn, Secretary

