

Form PTO-1594
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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):

CP Assets, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware corporation
- 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

Execution Date: November 14, 2000

2. Name and address of receiving party(ies)

Name: SurfWatch Software, Inc.

Internal Address:

Street Address: 100 Enterprise Way

City: Scotts Valley State: CA Zip: 95066

- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,024,687

2,184,549 2,213,272 2,059,911

Additional number(s) attached Yes No

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

Name: BACON & THOMAS, PLLC

Internal Address:

Street Address: 625 Slaters Lane, Fourth Floor

City: Alexandria State: VA Zip: 22314

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41) \$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-0200

DO NOT USE THIS SPACE

9. Signature.

Thomas J. Moore
Name of Person Signing

Thomas J. Moore
Signature

August 20, 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

A0555952



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

NOV 29 2002



Bill Jones

Secretary of State

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ENDORSED - FILED
In the office of the Secretary of State
of the State of California**CERTIFICATE OF OWNERSHIP**
SURFWATCH SOFTWARE, INC.

NOV 27 2000

BILL JONES, Secretary of State

Kevin Blakeman and Matthew Horsley hereby certify that:

1. They are the President and the Secretary, respectively, of SurfWatch Software, Inc., a California corporation (the "Corporation").
2. The Corporation owns one hundred percent (100%) of the outstanding shares of CP Assets, Inc., a Delaware corporation organized under the laws of the State of Delaware ("CP Assets").
3. The following resolutions were duly adopted by the board of directors of the Company:

WHEREAS, CP Assets is a wholly owned subsidiary of the Corporation.

WHEREAS, the Board of Directors determines that it is in the best interests of the Corporation to merge its wholly owned subsidiary, CP Assets, into its parent, the Corporation.

WHEREAS, Section 1110 of the California Corporations Code provides that if a parent California corporation owns all of the outstanding shares of a subsidiary corporation, domestic or foreign, such subsidiary corporation may be merged with and into the parent corporation upon the adoption of an appropriate resolution by the Board of Directors of the parent corporation and the filing of a Certificate of Ownership with the appropriate Secretary of State offices.

RESOLVED, that CP Assets merge with and into the Corporation, and that the Corporation assume all obligations of the subsidiary pursuant to Section 1110 of the California Corporations Code.

RESOLVED, that the Merger is hereby approved.

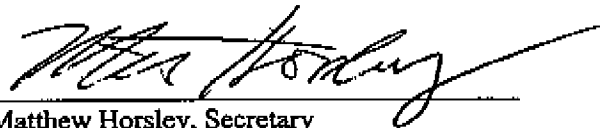
4. The board of directors of the Corporation has approved the Merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Scotts Valley, California on November 14, 2000.



Kevin Blakeman, President



Matthew Horsley, Secretary



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