

07-24-2002



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

RE

102166487

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):

SMITH-GARDNER & ASSOCIATES, INC.

7.16.02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: NOVEMBER 29 2000

2. Name and address of receiving party(ies)

Name: ECOMETRY CORPORATION

Internal Address:

Street Address: 1615 S. CONGRESS AVE.

City: DELRAY BEACH State: FL Zip: 33445-6368

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State FLORIDA 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) 2411594 2318691

Additional number(s) attached Yes No

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

Name: JOSEPH ZALLEN (REG NO 16226)

Internal Address:

3500 GALT OCEAN DRIVE

SUITE 1012

Street Address: FORT LAUDERDALE

City: FTON11 00000026 2411594

City: State: FL Zip: 33308

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) \$ 80

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

JOSEPH ZALLEN Name of Person Signing

Signature

7/10/2002 Date

Total number of pages including cover sheet, attachments, and document: 6 + CHECK + postcard

07/23/2002 FTON11 00000026 2411594

01 FC:481 02 FC:482

Refund Ref: 07/23/2002 FTON11 0000119077

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

CHECK Refund Total: \$15.00

TRADEMARK REEL: 002548 FRAME: 0618

State of Florida



Department of State

I certify from the records of this office that ECOMETRY CORPORATION, is a corporation organized under the laws of the State of Florida, filed on December 8, 1988.

The document number of this corporation is K50232.

I further certify that said corporation has paid all fees due this office through December 31, 2000, that its most recent annual report/uniform business report was filed on January 27, 2000, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-second day of December, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on November 29, 2000, for SMITH-GARDNER & ASSOCIATES, INC. changing its name to ECOMETRY CORPORATION, a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is K50232.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-second day of December, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ECOMETRY CORPORATION

*1615 South Congress Avenue
Delray Beach, FL 33445*

November 29, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

00 NOV 29 AM 10:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Letter of Consent for use of the name Ecometry Corporation

Dear Sir/Madam:

I, Martin Weinbaum, sole Incorporator of Ecometry Corporation, a Florida corporation dissolved on November 29, 2000, at which time no officers or directors had been elected or appointed, do hereby give consent to Smith-Gardner & Associates, Inc., a Florida corporation, to use the name Ecometry Corporation. I have no intention of revoking this dissolution.

Sincerely,



Martin Weinbaum
Sole Incorporator of Ecometry Corporation

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ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SMITH-GARDNER & ASSOCIATES, INC.

00 NOV 29 AM 10:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned President of Smith-Gardner & Associates, Inc., a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Department of State, State of Florida these Articles of Amendment to the Amended and Restated Articles of Incorporation of the Corporation to read as follows:

ARTICLE I-NAME

The name of this corporation is **Ecometry Corporation**.


Except as hereby amended, the Amended and Restated Articles of Incorporation of the Corporation shall remain the same.

This Amendment shall be effective upon its filing with the Florida Department of State.

The foregoing amendment was adopted by the Board of Directors of the Corporation at a Board of Directors Meeting held on September 14, 2000 and by a majority of the Shareholders of the Common Stock of the Corporation at a Special Meeting of Shareholders held on November 10, 2000. Therefore, the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of this 27th day of November, 2000.

SMITH-GARDNER & ASSOCIATES, INC.

By: 
John Marrah
President

{FT089423;1}