

08-02-2002

4/9/02

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



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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):
Netguru.com, Inc. **7.5.02**

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

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

2. Name and address of receiving party(ies)
Name: Netguru, Inc.
Internal Address: _____
Street Address: 22700 Savi Ranch Pkwy
City: Yorba Linda State: CA Zip: 92887

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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

OFFICE OF PUBLIC RECORDS
7/12 APR - 9 PM 12:53
FINANCE SECTION

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 2/23/2000

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) 1,759,639

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jeffrey T. Haley
 Internal Address: GRAYBEAL JACKSON HALEY LLP

Adjustment date: 08/01/2002 GTOM11
04/26/2002 LNUELLER 00000256 1759639
01 FC:482 -25.00 OP

Street Address: 155 - 108th Ave. NE # 350

08/01/2002 GTOM11 00000073 1759639
01 FC:481 40.00 OP

City: Bellevue State: WA Zip: 98004-5901

7. Total fee (37 CFR 3.41).....\$ 25.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

MAY 23 2002

DO NOT USE THIS SPACE

9. Signature.
Jeffrey T. Haley
 Name of Person Signing

Jeffrey T. Haley
 Signature

3/28/02
 Date

Total number of pages including cover sheet, attachments, and document: 4

04/26/2002 LNUELLER 00000256 1759639
01 FC:482 25.00 OP

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NETGURU, INC.", A DELAWARE CORPORATION,
WITH AND INTO "NETGURU.COM, INC." UNDER THE NAME OF
"NETGURU, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2000, AT 2:05 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2612179 8100M

001095850

AUTHENTICATION: 0283064

DATE: 02-28-00

TRADEMARK
REEL: 002553 FRAME: 0861

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
NETGURU, INC.
INTO
NETGURU.COM, INC.
(Pursuant to Section 253 of the
General Corporation Law of Delaware)**

netguru.com, inc., a Delaware corporation, does hereby certify:

FIRST: That netguru.com, inc. is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That netguru.com, inc. owns all of the outstanding shares of the capital stock of netguru, inc., a Delaware corporation.

THIRD: That netguru.com, inc., by the following resolutions of its Board of Directors, duly adopted on the 23rd day of February, 2000, determined to merge into itself netguru, inc. on the conditions set forth in such resolutions:

RESOLVED: That netguru.com, inc. merge into itself its subsidiary, netguru, inc., and assume all of said subsidiary's liabilities and obligations;

RESOLVED FURTHER: That the Chief Executive Officer and the Secretary of netguru.com, inc. be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge netguru, inc. into netguru.com, inc. and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the Office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County;

RESOLVED FURTHER: That netguru.com, inc. shall change its corporate name to netguru, inc.; and

RESOLVED FURTHER: That the officers of netguru.com, inc. be, and each of them hereby is, authorized and directed to take all such further actions and to execute and deliver, in the name and on behalf of netguru.com, inc. and under its seal or otherwise, any and all such further documents, certificates and instruments, and to pay all such expenses, as they or any of them may deem necessary or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereby; and that the taking of each such

action, the execution and delivery of each such document or instrument, and the payment of each such expense shall be conclusive evidence of its necessity or advisability, and that any such action previously taken by any officer of the Corporation in this respect hereby is approved, ratified, adopted and confirmed.

Executed on February 23, 2000.

netguru.com, inc., a Delaware corporation

By: 
Jyon Chatterjee, President

Attest:


Wayne Blair, Secretary