

102261991

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

1. Name of conveying party(ies): 9-23-02
 RLT Acquisition, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Delaware
 Other _____

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

2. Name and address of receiving party(ies)
 Name: XPays, Inc.
 Internal Address: _____ 23
 Street Address: 4630 Geary Boulevard, Suite 101
 City: San Francisco State: CA Zip: 94118

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

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

Execution Dates: April 4, 2000

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 75/860,135, 75/821,314 and 75/780,034
 B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Perkins Coie, LLP
 Internal Address: _____

 Street Address: 101 Jefferson Drive

 City: Menlo Park State: CA Zip: 94025

6. Total number of applications and registrations involved 3

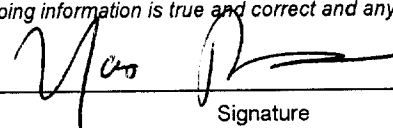
7. Total fee (37 CFR 3.41) \$ 90
 Enclosed
 Authorized to be charged to deposit amount

8. Deposit account number:
502207

(Attach duplicate copy of this page if paying by deposit account)

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

Yano L. Rubinstein  9-19-02
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 3

10/25/2002 LNWELLER 00000312 502207 75860135
01 FC:8521 40.00 CH
02 FC:8522 50.00 CH

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

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
XPAYS, INC.**

The undersigned, being all of the directors named in the Statement of Incorporator dated as of April 4, 2000, of XPays, Inc., a Delaware corporation, hereby consent to and adopt the following resolutions pursuant to section 9 of Article III of the Bylaws of said corporation:

BE IT RESOLVED that the following persons be and they hereby are elected to the offices set forth opposite their respective names, to serve until their successors are duly elected:

Evan Horowitz President

Michael Landau Secretary and Treasurer

RESOLVED FURTHER that the actions of the Incorporator, including the adoption of the Bylaws for this corporation, as set forth in the Statement of Incorporator dated April 4, 2000, be and they hereby are ratified, approved and confirmed; and

RESOLVED FURTHER that the principal office of this corporation be and it hereby is established, and it shall be maintained, at 415 Sherwood Drive, No. 201, Sausalito, CA 94965, and

RESOLVED FURTHER that meetings of this Board of Directors and of the stockholders of this corporation from time to time may be held at such principal office or elsewhere, as the Board of Directors of this corporation shall from time to time order; and

RESOLVED FURTHER that this corporation shall open in its name such checking, brokerage or other deposit account or accounts with such bank or banks, securities brokerage firm or firms or other financial institution or institutions as the President and the Treasurer of this corporation may determine, in their discretion; and

RESOLVED FURTHER that the President and the Treasurer of this corporation and any person designated by them from time to time (subject to their revocation of any such designation at any time), be and they hereby are authorized to sign checks or other instruments of withdrawal drawn on any such account or

accounts in such amounts and on such terms as the President and the Treasurer of this corporation may determine from time to time, in their discretion; and

RESOLVED FURTHER that any resolutions furnished by any such bank, securities brokerage firm or financial institution in connection with any such account, as any of the President, the Secretary and the Treasurer of this corporation may approve, be and they hereby are adopted, ratified and confirmed in the form so approved, such approval to be evidenced conclusively by the signature of any of such officers on any certificate or other document affirming the adoption thereof by this Board of Directors, and the Secretary is instructed to file a copy of each resolution so approved with this Unanimous Written Consent; and

RESOLVED FURTHER that the fiscal year of this corporation shall end on December 31 in each year; and

RESOLVED FURTHER that the Treasurer of this corporation be and he hereby is authorized and directed, for and in the name and on behalf of this corporation, to pay all fees and expenses incident to and necessary for the organization of this corporation; and

RESOLVED FURTHER that the proper officers of this corporation be and they hereby are authorized and directed, for and in the name and on behalf of this corporation, to prepare or cause to be prepared, execute, verify or acknowledge, deliver and file or submit all applications, documents and certificates, and to pay all filing and license fees and initial taxes, as may be necessary and proper to qualify this corporation as a foreign corporation authorized to transact intrastate business in the State of California; and

RESOLVED FURTHER that the form of stock certificate representing shares of the Common Stock of this corporation attached hereto be and it hereby is approved and adopted, and the Secretary is instructed to file a specimen of such certificate in the minute book; and

RESOLVED FURTHER that the form, terms and conditions of the Exchange Agreement (the "Exchange Agreement"), by and among this corporation and XPays, LLC, a California limited liability company ("the LLC"), and all agreements or instruments attached thereto or necessary or advisable to carry out the transactions contemplated thereby, including, but not limited to, the Bill of Sale and Assignment and Assumption of Liabilities, in the forms previously reviewed by each member of this Board of Directors, and the transactions contemplated thereby, be and they hereby are approved; and

RESOLVED FURTHER that the proper officers of this corporation be and they hereby are authorized and directed, for and in the name and on behalf of this