

12-30-2002

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Resubmit

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

1. Name of conveying party(ies):

@Track Communications, Inc.

12-23-02

- 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: 7/22/2002

2. Name and address of receiving party(ies)

Name: Minorplanet Systems USA, Inc.

Internal

Address:

Street Address: 1155 Kas Drive

City: Richardson State: TX Zip: 75081

- 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 2002 DEC 23 AM 10:13 FINANCE SECTION

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

A. Trademark Application No.(s) 76/022,897

B. Trademark Registration No.(s) 2,451,521

Additional number(s) attached Yes No

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

Name: Mr. Stephen L. Sapp, Esq.

Internal Address:

Locke Liddell & Sapp LLP

Street Address: 2200 Ross Avenue

Suite 2200

City: Dallas State: TX Zip: 75201-6776

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 3.41) \$ 250

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

12-1781

DO NOT USE THIS SPACE

9. Signature.

Stephen L. Sapp, Esq. Name of Person Signing

Signature

12-23-02 Date

Total number of pages including cover sheet, attachments, and document: 11

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

Schedule 1-

Name Change from @ Track Communications, Inc. to Minorplanet Systems USA, Inc.

Additional Trademark Application Numbers

<i>Serial Numbers</i>	<i>Marks</i>	<i>Filing date</i>
76/022,896	@ DESIGN	4/10/2000
75/923,053	@TRACK COMMUNICATIONS	2/18/2000

Schedule 2-

Name Change from @ Track Communications, Inc. to Minorplanet Systems USA, Inc.

Additional Trademark Registration Numbers

<i>Registration No.</i>	<i>Serial No.</i>	<i>Mark</i>	<i>Filing Date</i>	<i>Registration Date</i>
1,774,642	74/250,076	HIGHWAY MASTER	2/27/1992	6/1/1993
1,850,911	74/447,163	HIGHWAY MASTER	10/13/1993	8/23/1994
2,114,091	75/196,130	MILEMASTER	11/12/1996	11/18/1997
2,108,344	75/076,904	ROLLING ETA	3/22/1996	10/28/1997
2,251,508	75/496,622	SOLUTIONS FOR YOUR MOBILE WORLD.	6/5/1998	6/8/1999

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09-17-2002

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

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1. Name of conveying party(ies): @Track Communications, Inc. 8-30-02
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: Minorplanet Systems USA, Inc.
Internal Address:
Street Address: 1155 Kas Drive
City: Richardson State: TX Zip: 75081
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: July 22, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/022,897
Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2,451,521

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Stephen L. Sapp, Esq.
Internal Address: Locke Liddell & Sapp LLP
Street Address: 2200 Ross Avenue Suite 2200
City: Dallas State: TX Zip: 75201-6776

6. Total number of applications and registrations involved: 11
7. Total fee (37 CFR 3.41) \$ 290
Enclosed
Authorized to be charged to deposit account

8. Deposit account number: 12-1781

DO NOT USE THIS SPACE

9. Signature.
Stephen L. Sapp
Name of Person Signing

Signature

8/29/02
Date

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

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

09/16/2002 TBIAZ1 00000181 76022897

01 FC:481 40.00 OP
02 FC:482 250.00 OP

TRADEMARK REEL: 002640 FRAME: 0109

Schedule 1-

Name Change from @ Track Communications, Inc. to Minorplanet Systems USA, Inc.

Additional Trademark Application Numbers

<i>Serial Numbers</i>	<i>Marks</i>	<i>Filing date</i>
76/022,896	@ DESIGN	4/10/2000
75/923,053	@TRACK COMMUNICATIONS	2/18/2000

Schedule 2-

Name Change from @ Track Communications, Inc. to Minorplanet Systems USA, Inc.

Additional Trademark Registration Numbers

<i>Registration No.</i>	<i>Serial No.</i>	<i>Mark</i>	<i>Filing Date</i>	<i>Registration Date</i>
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2,108,344	75/076,904	ROLLING ETA	3/22/1996	10/28/1997
2,251,508	75/496,622	SOLUTIONS FOR YOUR MOBILE WORLD.	6/5/1998	6/8/1999

042019:00020 : DALLAS : 1073958.1

**CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
@TRACK COMMUNICATIONS, INC.**

@Track Communications, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation held a special meeting on May 21, 2002, at which it duly adopted a resolution, pursuant to Sections 242 and 141 of the General Corporation Law of the State of Delaware, setting forth an amendment to the Restated Certificate of Incorporation of the Corporation and declaring said amendment to be advisable and in the best interests of the Corporation.

SECOND: That in accordance with Sections 242 and 228 of the General Corporation Law of the State of Delaware, the holders of at least a majority of the stock of every class entitled to vote on said amendment have duly approved and adopted said amendment pursuant to a written consent. Prompt written notice of the adoption of the amendment will be given as provided in Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

THIRD: This amendment shall be effective at 5:31 P.M. Eastern Standard Time on July 22, 2002.

FOURTH: That the amendment is as follows:

Article I of the Corporation's Restated Certification of Incorporation is hereby amended by deleting said Article I in its entirety and replacing it with the following in lieu thereof:

"I. Name

The name of the corporation is Minorplanet Systems USA, Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Restated Certificate of Incorporation to be signed by the undersigned duly authorized officer this 22nd day of July, 2002.

@TRACK COMMUNICATIONS, INC.

By: _____

J. Raymond Bilbao,
Senior Vice President, General Counsel
and Secretary

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 07/22/2002
020466519 - 2374419

TOTAL P.02

Delaware

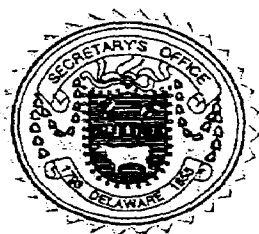
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "@TRACK COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "@TRACK COMMUNICATIONS, INC." TO "MINORPLANET SYSTEMS USA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JULY, A.D. 2002, AT 2 O'CLOCK P.M.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-SECOND DAY OF JULY, A.D. 2002, AT 5:31 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2374419 8100

020466519

RECORDED: 08/30/2002

AUTHENTICATION: 1895929

DATE: 07-22-02
TRADEMARK

REEL: 002640 FRAME: 0113