

01-31-2003



Form PTO-1594 (Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings

1-29-03

RECORDATION

TRADEMARKS ONLY

102352796

DEPARTMENT OF COMMERCE  
United States 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):  
eCompany, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- 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: 11/25/02

2. Name and address of receiving party(ies)

Name: eEye, Inc.  
Internal Address: Suite 100

Street Address: One Columbia

City: Aliso Viejo State: CA Zip: 92656

- 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

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

A. Trademark Application No.(s)  
Please see attached

B. Trademark Registration No.(s)  
Please see attached

Additional number(s) attached  Yes  No

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

Name: Eric L. Tanezaki

Internal Address: Suite 250

Street Address: 75 Enterprise

City: Aliso Viejo State: CA Zip: 92656

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 3.41).....\$ 265.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

FINANCE SECTION  
JAN 29 AM 7:55  
RECORDS

DO NOT USE THIS SPACE

9. Signature.

Eric L. Tanezaki

Name of Person Signing

00000064 2402005

*Eric L. Tanezaki*  
Signature

January 23, 2003

Date

01/30/2003 DBYRNE

Total number of pages including cover sheet, attachments, and document: 7

01 FC:8521  
02 FC:8522

40.00 MB  
225.00 DP

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

TRADEMARK  
REEL: 002662 FRAME: 0131

**Change of Name for the following United States Trademark Registrations and Applications:**

**United States Trademark Registrations:**

1. Registration No.: 2,402,005 for the mark RETINA, registered November 7, 2000;
2. Registration No.: 2,484,500 for the mark EEYE, registered September 4, 2001;
3. Registration No.: 2,632,843 for the mark IRIS, registered October 8, 2002; and
4. Registration No.: 2,499,766 for the mark ECOMPANY OFFICE, registered October 23, 2001.

**United States Trademark Applications:**

1. Serial No. 75/713,044 for the mark ECOMPANY, filed May 24, 1999;
2. Serial No. 76/149,242 for the mark BLINK, filed October 18, 2000;
3. Serial No. 78/145,868 for the mark VULNERABILITY IS OVER, filed July 19, 2002; and
4. Serial No. 78,186,753 for the mark REM, filed November 19, 2002;
5. Serial No. 76/143,493 for the mark AVATARO, filed October 10, 2000; and
6. Serial No. 76/143,951 for the mark BOS, filed October 10, 2000.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:00 AM 11/25/2002  
020725848 - 3215508

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
eCompany, Inc.,  
a Delaware corporation**

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

**FIRST:** That pursuant to an Action by Unanimous Written Consent of the Directors of this Corporation, the Directors adopted resolutions setting forth the proposed amendments of the Certificate of Incorporation of this Corporation (the "Certificate of Incorporation"), declaring said amendments to be advisable and authorizing the officers of this Corporation to present the proposed amendments to the stockholders of this Corporation for their consideration. The resolutions setting forth the proposed amendments are set forth below:

**NOW, THEREFORE, BE IT RESOLVED,** that the Certificate of Incorporation is hereby amended as set forth below:

1. **RESOLVED,** that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended said Article shall be and read as follows:

"FIRST: The name of the Company is eBye Inc."

2. **RESOLVED,** that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended said Article shall be and read as follows:

"FOURTH: The total number of shares of all classes of stock which the corporation shall have authority to issue is 120,000,000 shares, consisting of 40,000,000 shares of Preferred Stock, \$0.01 par value per share (the "Preferred Stock"), and 80,000,000 shares of Common Stock, \$0.01 par value per share (the "Common Stock"). The corporation's board of directors is authorized to provide for the issuance of any or all shares of the Preferred Stock in one or more series, and to fix by resolution or resolutions the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions, for each such series, and the number of shares constituting any such series, and to increase or decrease the number of shares of any series subsequent to the issuance thereof, but not below the number thereof then outstanding."

ER1:1036775.2

3. **RESOLVED**, that the Certificate of Incorporation of this Corporation be amended by inserting an Article numbered "TENTH" so that, as inserted said Article shall be and read as follows:

"**TENTH**: The Corporation hereby renounces, to the fullest extent permitted by Section 122(17) of the General Corporation Law of Delaware, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any business opportunities that are presented to one or more of its directors or stockholders, other than those directors or stockholders who are employees of the Corporation."

**SECOND**: Pursuant to the provisions of Section 228 of the Delaware General Corporation Law, the stockholders of this Corporation holding the necessary number of shares as required by statute consented to the amendments in writing.

**THIRD**: That the amendments were duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the Delaware General Corporation Law.

**IN WITNESS WHEREOF**, eCompany, Inc. has caused this Certificate to be signed by Firas Bushnaq, its President, this 25<sup>th</sup> day of November, 2002.

eCompany, Inc.,  
a Delaware corporation

By:   
Name: Firas Bushnaq, President

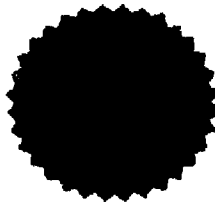
# Delaware

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 "ECOMPANY, INC.", CHANGING ITS NAME FROM "ECOMPANY, INC." TO "EEYE INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2002, AT 10 O'CLOCK A.M.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2110044

DATE: 11-25-02