

TRADEMARK ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Twofold Photos, LLC		12/30/2002	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Twofold Photos, Inc.		
Street Address:	744 Crompton Road		
City:	Redwood City		
State/Country:	CALIFORNIA		
Postal Code:	94061		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number		
Registration Number:	2263037		
CORRESPONDENCE DATA			
Fax Number:	(650)324-7061		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(650) 324-7000		
Email:	sv-trademark@hewm.com		
Correspondent Name:	Heller Ehrman White & McAuliffe LLP		
Address Line 1:	275 Middlefield Road		
Address Line 4:	Menlo Park, CALIFORNIA 94025		
ATTORNEY DOCKET NUMBER:	38666-1000-1001		
NAME OF SUBMITTER:	Harold J. Milstein		

OP \$40.00 2263037

Total Attachments: 2

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ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JAN - 1 2003

BILL JONES, Secretary of State


**AGREEMENT OF MERGER
OF
TWOFOOLD PHOTOS, LLC
INTO
TWOFOOLD PHOTOS, INC.**

This Agreement of Merger is entered into between Twofold Photos, Inc., a California corporation (the "Surviving Corporation") and Twofold Photos, LLC, a California limited liability company (the "Merging LLC").

1. Merging LLC shall be merged into Surviving Corporation.
2. The outstanding units of Merging LLC shall be canceled and an aggregate of 9,990,000 shares of Surviving Corporation shall be issued in exchange therefor.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging LLC shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such actions necessary or desirable to evidence or carry out this merger.
5. The effect of the merger is as prescribed by law.
6. The effective date of the merger is January 1, 2003.


IN WITNESS WHEREOF the parties have executed this Agreement of Merger as of December 30, 2002.

TWOFOOLD PHOTOS, INC.



Nicholas Wilder,
Vice President and Secretary

TWOFOOLD PHOTOS, LLC



Nicholas Wilder, Member and Manager



State of California
 Bill Jones
 Secretary of State



LIMITED LIABILITY COMPANY
 CERTIFICATE OF MERGER

(Corporations Code Section 17552)

Filing Fee - Please see instructions.
 IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. Name of surviving entity: Twofold Photos, Inc.	2. Type of entity: Corporation	3. Secretary of State File Number: C2478185	4. Jurisdiction: California
5. Name of disappearing entity: Twofold Photos, LLC	6. Type of entity: LLC	7. Secretary of State File Number: 200129210074	8. Jurisdiction: California
9. Future effective date, if any: Month: January Day: 1 Year: 2003			
10. If a vote was required pursuant to Section 17551 or Section 1113, enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required:			
<u>Surviving Entity</u>		<u>Disappearing Entity</u>	
<u>Each class entitled to vote</u> 10,000 shares of Common Stock	<u>Percentage of vote required</u> 50.1%	<u>Each class entitled to vote</u> 100 Units	<u>Percentage of vote required</u> 100%
11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required.			
SECTION 12 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, COMPLETE ITEM 12 AND PROCEED TO ITEM 15.			
12. Requisite changes to the information set forth in the Articles of Organization of the surviving limited liability company resulting from the merger. Attach additional pages if necessary.			
SECTIONS 13 AND 14 ARE APPLICABLE IF THE SURVIVING ENTITY IS A FOREIGN LIMITED LIABILITY COMPANY OR OTHER BUSINESS ENTITY, COMPLETE ITEMS 13 AND 14.			
13. Principal business address of the surviving foreign limited liability company or other business entity: Address: 744 Crompton Road City: Redwood City State: CA Zip Code: 94061			
14. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary.			
15. Number of pages attached, if any: none			
16. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.			
 Signature of Authorized Person for the Surviving Entity		12/20/02 Date	
 Signature of Authorized Person for the Surviving Entity		Nicholas Wilder, Type or Print Name and Title of Person Signing Vice President and Secretary	
 Signature of Authorized Person for the Disappearing Entity		12/20/02 Date	
 Signature of Authorized Person for the Disappearing Entity		Nicholas Wilder, Type or Print Name and Title of Person Signing Manager and Member	
 Signature of Authorized Person for the Disappearing Entity		12/20/02 Date	
 Signature of Authorized Person for the Disappearing Entity		Nicholas Wilder, Type or Print Name and Title of Person Signing Manager and Member	
 Signature of Authorized Person for the Disappearing Entity		12/20/02 Date	