

04-04-2003



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DATION FORM

EET 3-17-03

Attorney Docket No. P437.22-0003 -- cnj

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

1. Name of conveying party: PT M Ventures Inc.
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-State [] Other Explain
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

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FINANCE SECTION

2. Name and address of receiving party(ies):
Name: Destineer, Inc.
Internal Address:
Street Address: 400 South Highway 169, Suite 101
City St. Louis Park State MN ZIP 5426

3. Nature of Conveyance:
[] Assignment [] Merger [] Security Agreement
[X] Change of Name [] Other
Execution Date: September 20, 2001

[] Individual(s) Citizenship
[] Association
[] General Partnership
[] Limited Partnership
[X] Corporation-State Delaware
[] Other
If assignee is not domiciled in the United States, a domestic representative designation is attached [] Yes [X] No
Additional name(s) & address(es) attached? [] Yes [X] No

4A. Application No.(s)
76/266,406
Additional numbers attached? [] Yes [X] No

4B. Registration No.(s)
Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Z. Peter Sawicki
KINNEY & LANGE, P.A.
Street Address: THE KINNEY & LANGE BUILDING
312 South Third Street
City: Minneapolis State: MN ZIP 55415-1002

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 2.6(b)(6)):. . . . \$ 40.00
8. Method of Payment
[X] Enclosed
[X] The Commissioner is authorized to charge payment of any additional recording fees or credit any overpayment to deposit account No. 11-0982. A duplicate copy of this page is enclosed.

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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.
Z. Peter Sawicki
Name of Person Signing
Signature Date
March 14, 2003

Total number of pages including cover sheet, attachments and document: [2]

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
PT M VENTURES INC.

PT M Ventures Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "GCL.") hereby certifies:

FIRST: That the Board of Directors via a meeting (see attached) of the Corporation and the holder of outstanding shares of common stock of the Corporation having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voting each by means of a consent in lieu of a meeting duly adopted and approved resolutions setting forth a proposed amendment of ARTICLE ONE of the Certificate of Incorporation of the Corporation (the "Amendment") the text of which is as follows:

RESOLVED: That Article One of the Certificate of Incorporation of the Corporation shall be amended to read:

The name of the Corporation is:

Destineer, Inc.

SECOND: That, pursuant to Sections 141(f) and 228 of the GCL, the Amendment is approved by the written consent of the directors of the Corporation and the holders of the outstanding shares of the common stock of the Corporation holding the number of shares of the Corporation necessary to effect the foregoing resolution.

THIRD: That the Amendment was duly adopted in accordance with the provisions of Section 228 and 242 of the GCL.

IN WITNESS WHEREOF, PT M Ventures Inc., a Delaware corporation has caused this certificate to be signed by Peter Tamte, its President, as of this 20th day of Sept, 2001.



Peter Tamte, President