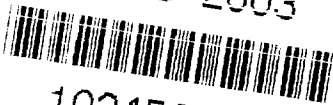




05-23-2003



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

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

Tab settings

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

1. Name of conveying party(ies): 5-20-03
Smartmail of New York City, L.L.C.

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company
- 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: 8/03/99

2. Name and address of receiving party(ies)

Name: Smartmail, LLC
Internal Address: Jeff Thommes

Street Address: 614 Haverhill Road

City: Wilmington State: Delaware Zip: 19803-2435

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Company

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) 75/260,246

B. Trademark Registration No.(s) 2,137,266
2,135,817
2,149,161

Additional number(s) attached Yes No

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

Name: Jessica Rothstein, Esq.
Goodwin Procter
Internal Address: 30th Floor

Street Address: 599 Lexington Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-0923

(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.

Jessica Rothstein
Name of Person Signing

Signature

19 MAY 2003
Date

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

05/22/2003 TDIAZ1

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

01 FC:0521
02 FC:0522

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TRADEMARK
REEL: 002738 FRAME: 0841

AUG-03-99 15:05 From:GOODWIN,PROCTER & HOAR LLP

+6175708150

T-135 P 03/04 Job-117

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF FORMATION
OF
SMARTMAIL OF NEW YORK CITY, L.L.C.

SmartMail of New York City, L.L.C., a limited liability company organized and existing under the laws of the State of Delaware (the "LLC"), does hereby certify:

FIRST: That the Members of the LLC, by unanimous written consent dated August 3, 1999, in accordance with the provisions of Section 18-202 of the Delaware Limited Liability Company Act of the State of Delaware, duly and unanimously adopted resolutions setting forth an amendment to the Certificate of Formation of the LLC, declaring such amendment to be advisable and in the best interests of the LLC. The resolution to amend the Certificate of Formation of the LLC is as follows:

RESOLVED: That it is advisable and in the best interests of the LLC to change its name from SmartMail of New York City, L.L.C. to SmartMail, LLC.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03-08-1999
991327037 2709438

REEL: 002738 FRAME: 0842

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:15 AM 02/28/2003
030147247 - 2709438

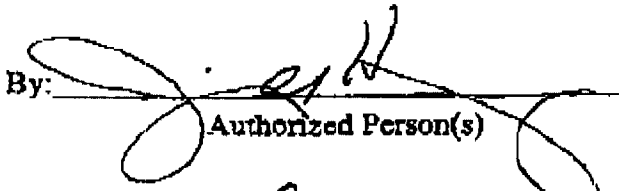
STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF

Smartmail, LLC

1. Name of Limited Liability Company: Smartmail, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows: registered agent/address: Jeff Thommes
614 Haverhill Rd.
Wilmington, DE 19803-2435
[set forth amendment(s)]

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 24 day of March, A.D. 2003.

By: 
Authorized Person(s)

Name: Jennifer Haley
Print or Type

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 01/22/1997
 971022384 - 2709438

CERTIFICATE OF FORMATION

OF

SMARTMAIL OF NEW YORK CITY, L.L.C.

The undersigned, an authorized natural person, for the purpose of forming a limited liability company pursuant to the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18 Title 6 of the Delaware General Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "Delaware Limited Liability Company Act"), does hereby certify as follows:

1. The name of the limited liability company (hereinafter called the "Limited Liability Company") shall be **SMARTMAIL OF NEW YORK CITY, L.L.C.**

2. The registered office of the Limited Liability Company is to located at 1013 Centre Road, Wilmington, Delaware 19805, in the County of New Castle. The name of its registered agent at that address is Corporation Service Company.


3. The latest date on which the Limited Liability Company is to dissolve is December 31, 2026.

4. The Limited Liability Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate in the manner now or hereafter prescribed by law, and all rights and powers conferred in this Certificate are subject to this reserved power.

5. The Limited Liability Company may indemnify and advance expenses to its managers and members, any person who has ceased to be its manager or member, and the heirs, executors and administrators of such a person to the extent permitted by the Limited Liability Company Act of the State of Delaware as the same exists now or may hereafter be amended.

6. The name and address of the undersigned authorized natural person is as follows: Peter B. Hirschfield, c/o Moses & Singer LLP, 1301 Avenue of the Americas, New York, New York 10019-6076.

IN WITNESS WHEREOF, I sign my name and affirm that the statements made herein are true under penalty of perjury this 22nd day of January, 1997.


 Peter B. Hirschfield

AUG-03-99 15:05 From:GOODWIN,PROCTER & HOAR LLP

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T-135 P.04/04 Job-117

IN WITNESS WHEREOF, the LLC has caused this Certificate of Amendment of Certificate of Formation to be signed, under penalties of perjury, by James Martell, its Chief Executive Officer, this 3rd day of August, 1999.

SMARTMAIL OF NEW YORK CITY,
LLC

By:


Name: CHIEF EXECUTIVE OFFICER
Title: JAMES MARTELL

DOCSCV781435.1

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SMARTMAIL, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

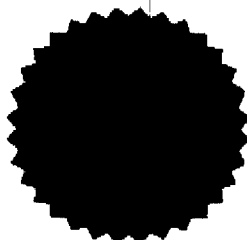
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-SECOND DAY OF JANUARY, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SMARTMAIL OF NEW YORK CITY, L.L.C." TO "SMARTMAIL, LLC", FILED THE THIRD DAY OF AUGUST, A.D. 1999, AT 3 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2003, AT 10:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2709438 8100H

AUTHENTICATION: 2411716

030307070
RECORDED: 05/20/2003

TRADEMARK
DATE: 05-12-03
REEL: 002738 FRAME: 0846