

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. 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): OneDegree Corporation. Association, General Partnership, Limited Partnership, Corporation-State, California, Other. Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Visible Path Corporation Internal Address: 3rd Floor Street Address: 56 West 22nd Street City: New York State: NY Zip: 10010. Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, California, Other. If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No. Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment, Merger, Security Agreement, Change of Name, Other. Execution Date: 12/18/02 Effective 12/30/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 78/195,973 B. Trademark Registration No.(s). Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jefferson F. Scher, Esq. Internal Address: Carr & Ferrell LLP Street Address: 2200 Geng, Road City: Palo Alto State: CA Zip: 94303

7. Total fee (37 CFR 3.41): \$ 40.00 Enclosed, Authorized to be charged to deposit account. 8. Deposit account number: 06-0600 (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. Jefferson F. Scher Name of Person Signing Signature November 12, 2003 Date Total number of pages including cover sheet, attachments, and document: 4

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

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SECRETARY OF STATE

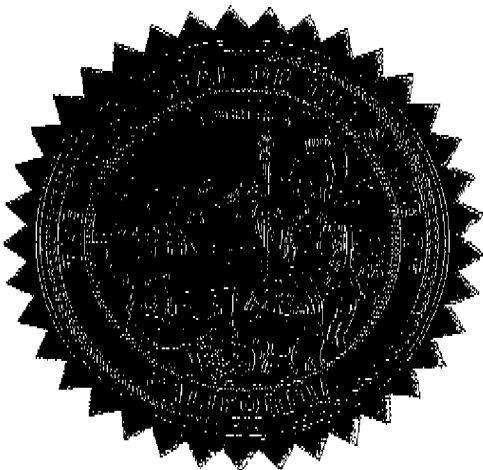
I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 14 2003

Kevin Shelley
Secretary of State



A0590847

CERTIFICATE OF AMENDMENT
OF
ARTICLES
OF
INCORPORATION

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

DEC 30 2002

BILL JONES, Secretary of State

The undersigned certifies that:

1. He is the president and the secretary of OneDegree Corporation, a California corporation.

2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

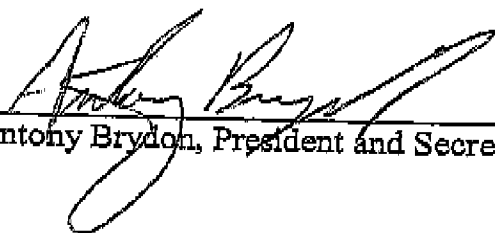
"The name of this corporation is Visible Path Corporation."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 2,500,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

DATE: December 18, 2002



Antony Brydon, President and Secretary



TRADEMARK
REEL: 002750 FRAME: 0166

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OneDegree Corporation

- Individual(s) Association General Partnership Limited Partnership Corporation-State: California 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: 12/18/02 Effective 12/30/02

2. Name and address of receiving party(ies)

Name: Visible Path Corporation Internal Address: 3rd Floor

Street Address: 56 West 22nd Street City: New York State: NY Zip: 10010

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State: California 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)

78/195,973

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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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.

Jefferson F. Scher

Name of Person Signing

Signature

November 12, 2003

Date

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