

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>MoonWatch Media Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - Massachusetts <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: September 24, 2003</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Retail Systems Alert Group Inc. Internal Address: Street Address: 77 Oak Street, Suite 201 Newton Upper Falls, MA 02464-1460</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-Massachusetts <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input type="checkbox"/> no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
--	--

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

<p>A. Trademark Application No.(s)</p> <p>76/271,436</p>	<p>B. Trademark Registration No.(s)</p> <p>1,550,117 2,293,668 2,440,351 2,445,883 2,772,090 2,772,091 2,772,092 2,772,093</p>
--	---

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Ann Lamport Hammitte, Esq. Address: LOWRIE, LANDO & ANASTASI, LLP Riverfront Office Park One Main Street Cambridge, MA 02142</p>	<p>6. Total number of applications and registrations involved: [9]</p> <p>7. Total fee (37 CFR 3.41)..... \$240.00 <input type="checkbox"/> Enclosed</p> <p>8. The Commissioner is hereby authorized to charge \$240.00, any deficiencies or overpayments to Deposit Account No. 50/2762, Ref. No. M2004-4001.</p>
--	--

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.

Ann Lamport Hammitte _____ 12/04/03 _____
Name Signature Date

Total number of pages including cover sheet, attachments, and document: **[5]**

Mail documents to be recorded with required cover sheet information to:
MAIL STOP ASSIGNMENT RECORDATION SERVICES
Director of the U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

CH \$240.00 602762 76271436

[Signature]
Examiner

FEDERAL IDENTIFICATION
NO. 04-3353426

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

[Handwritten initials]

[Signature]
Approved

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

I, Thomas H. Friedman, *President / ~~Vice President~~

and _____, *Clerk / ~~Assistant Clerk~~

of MoonWatch Media Inc.
(Exact name of corporation)

located at 77 Oak Street, Suite 201, Newton Upper Falls, MA 02464-1460
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

1
(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on September 24, 20 03, by vote of:

60,000 shares of Common Stock of 60,000 shares outstanding,
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding, and
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding,
(type, class & series, if any)

- C
- P
- M
- R.A.

~~***being at least a majority of each type, class or series outstanding and entitled to vote thereon; / ~~and the ~~articles of organization~~ of the corporation shall be amended to read as follows:~~~~

To change the name of the corporation to:

Retail Systems Alert Group Inc.

*Delete the inapplicable words. **Delete the inapplicable clause.
1 For amendments adopted pursuant to Chapter 156B, Section 70.
2 For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

[Handwritten mark]

[Handwritten date: 2/26/97]

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: October 8, 2003

SIGNED UNDER THE PENALTIES OF PERJURY, this 24th day of September, 20 03

Thomas H. Friedman _____, "President / ~~Secretary~~"

Thomas H. Friedman _____, "Clerk / ~~Assistant Clerk~~"

Handwritten note: "insert the unjudicable words."

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

4110

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

856141

SECRETARY OF STATE
RECEIVED

03 OCT -9 AM 11:05

CORPORATIONS DIVISION

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 100.00 having been paid, said articles are deemed to have been filed with me this 24 day of October 20 03.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

Gary C. Bubh, Esq.
Ruberto, Israel & Weiner, P.C.
100 N. Washington Street
Boston, MA 02114

Telephone: 617-742-4200

Email: gcb@riw.com

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 10/23/2003 CLERK *[Signature]*