



To the Honorable Commissioner of Patents
thereof.

102481397

attached original documents or copy

1. Name of conveying party(ies):
Matrix NetSystems, Inc.

Individual(s) Association

General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes
 No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Business Combination and Funding Agreement

Execution Date: April 4, 2003 and June 5, 2003

2. Name and address of receiving party(ies): **6.74.03**
Name: Xaffire, Inc. (f/k/a A/M Combination, Inc.)
Internal Address: _____
Street Address: 100 Superior Plaza Way, Suite 200
City: Superior State: Colorado ZIP 80027

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designation 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)

Additional numbers attached? Yes No

B. Trademark Registration No.(s) 2388456,
2435672, 2446790, 2572063, 2523496, 2244176, 2474812,
2498418 and 2531888

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Cooley Godward LLP
Internal Address: Attn: Andrew Hartman, Esq.
Street Address: 380 Interlocken Crescent, Suite 900
City: Broomfield State: Colorado ZIP 80021

6. Total number of applications and registration involved:
9

7. Total fee (37 CFR 3.41):.....
\$ \$240.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
(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.

Andrew Hartman, Esq. June 18, 2003
Date

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

06/25/2003 LNUELLER 00000022 2388456

01	FE:8521	40.00	DP
02	FE:8522	200.00	DP

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

SERVICE MARK ASSIGNMENT

This Trademark Assignment (this "Assignment") is by Matrix NetSystems, Inc., a Delaware corporation, having an address of 5001 Plaza on the Lake, Suite 300, Austin, TX 78746 ("Assignor"), to A/M Combination, Inc., a Delaware corporation, having an address of 100 Superior Plaza Way, Suite 200, Superior, Colorado 80027 ("Assignee").

WHEREAS, Assignor is the owner of the service mark "MATRIX IQ", No. 2,388,456, registered September 19, 2000 (the "Matrix IQ Mark") and is desirous of assigning the Matrix IQ Mark to Assignee;

WHEREAS, Assignee is desirous of acquiring all right, title and interest in the Matrix IQ Mark;

WHEREAS, Assignor is the owner of the service mark "MATRIX INTERNET QUALITY", No. 2,435,672, registered March 13, 2001 (the "Matrix Internet Quality Mark") and is desirous of assigning the Matrix Internet Quality Mark to Assignee;

WHEREAS, Assignee is desirous of acquiring all right, title and interest in the Matrix Internet Quality Mark;

WHEREAS, Assignor is the owner of the service mark "MIQ", No. 2,446,790, registered April 24, 2001 (the "MIQ Mark") and is desirous of assigning the MIQ Mark to Assignee;

WHEREAS, Assignee is desirous of acquiring all right, title and interest in the MIQ Mark;

WHEREAS, Assignor is the owner of the service mark "MATRIX INFORMATION AND DIRECTORY SERVICES, INC.", No. 2,572,063, registered May 21, 2002 (the "Matrix Information and Directory Services, Inc. Mark") and is desirous of assigning the Matrix Information and Directory Services, Inc. Mark to Assignee;

WHEREAS, Assignee is desirous of acquiring all right, title and interest in the Matrix Information and Directory Services, Inc. Mark;

WHEREAS, Assignor is the owner of the service mark "MATRIX.NET", No. 2,523,496, registered December 25, 2001 (the "Matrix.Net Mark") and is desirous of assigning the Matrix.Net Mark to Assignee;

WHEREAS, Assignee is desirous of acquiring all right, title and interest in the Matrix.Net Mark;

WHEREAS, Assignor is the owner of the service mark "MIDS INTERNET WEATHER REPORT", No. 2,244,176, registered May 11, 1999 (the "MIDS Internet Weather Report Mark") and is desirous of assigning the MIDS Internet Weather Report Mark to Assignee;

WHEREAS, Assignee is desirous of acquiring all right, title and interest in the MIDS Internet Weather Report Mark;

WHEREAS, Assignor is the owner of the service mark "INTERNET WEATHER REPORT", No. 2,474,812, registered August 7, 2001 (the "Internet Weather Report Mark") and is desirous of assigning the Internet Weather Report Mark to Assignee;

WHEREAS, Assignee is desirous of acquiring all right, title and interest in the Internet Weather Report Mark;

WHEREAS, Assignor is the owner of the service mark "MATRIX INSIGHT", No. 2,498,418, registered October 16, 2001 (the "Matrix Insight Mark") and is desirous of assigning the Matrix Insight Mark to Assignee;

WHEREAS, Assignee is desirous of acquiring all right, title and interest in the Matrix Insight Mark;

WHEREAS, Assignor is the owner of the service mark "M", No. 2,531,888, registered January 22, 2002 (the "M") and is desirous of assigning the M Mark to Assignee; and

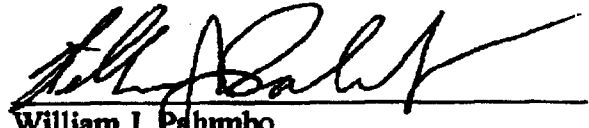
WHEREAS, Assignee is desirous of acquiring all right, title and interest in the M Mark.

NOW, THEREFORE, in consideration of the mutual promises and obligations set forth in this Assignment, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby transfer and assign to Assignee all right, title and interest in and to the Matrix IQ Mark, Matrix Internet Quality Mark, MIQ Mark, Matrix Information and Directory Services, Inc. Mark, Matrix.Net Mark, MIDS Internet Weather Report Mark, Internet Weather Report Mark, Matrix Insight Mark and M Mark (collectively, the "Assigned Marks") together with the goodwill of the business symbolized by the Assigned Marks and all registrations and applications therefor, and Assignor hereby agrees to take and pay for such other actions as are reasonably necessary to transfer and assign the Assigned Marks to Assignee, including without limitation, registering the assignment with the United States Patent and Trademark Office.

[Signature Page to Follow]

IN WITNESS WHEREOF, this Assignment is executed by the undersigned this 4th day of April, 2003.

MATRIX NETSYSTEMS, INC.:



William J. Palumbo
President and Chief Executive Officer

State of _____)
County of _____) ss.

Before me, a Notary Public in and for said County and State, personally appeared _____ who acknowledged that he executed the foregoing instrument for the purposes and considerations therein expressed.

Given under my hand and seal of office this _____ day of _____, 2003.

(SEAL)

Notary Public

My Commission Expires: _____

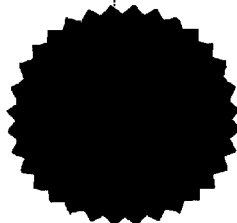
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "A/M COMBINATION, INC.", CHANGING ITS NAME FROM "A/M COMBINATION, INC." TO "XAFFIRE, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF JUNE, A.D. 2003, AT 5:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3641253 8100

AUTHENTICATION: 2456643

030373182

DATE: 06-06-03

**CERTIFICATE OF AMENDMENT TO THE
RESTATED CERTIFICATE OF INCORPORATION OF
A/M COMBINATION, INC.**

A/M COMBINATION, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), **DOES HEREBY CERTIFY:**

FIRST: The name of the Corporation is *A/M Combination, Inc.*

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is March 27, 2003. A Restated Certificate of Incorporation was filed with the Secretary of State on April 4, 2003.

THIRD: Article I shall be amended and restated to read in its entirety as follows:

"The name of this corporation is *Xaffire, Inc.*"

FOURTH: The foregoing amendment to the Restated Certificate of Incorporation of the corporation has been duly adopted by the directors and stockholders of the Corporation in accordance with the provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware, and notice of such adoption has been provided in accordance with said Section 228.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

198262 v1/CO
4822011.DOC

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:03 PM 06/05/2003
FILED 05:35 PM 06/05/2003
SRV 030373182 - 3641253 FILE

IN WITNESS WHEREOF, A/M Combination, Inc. has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 5th day of June, 2003.

A/M COMBINATION, INC.

By: 

Rich Schmelzer, Chief Executive Officer

198262 v1/CO
48Z@01.DOC