

07-31-2003



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

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

1. Name of conveying party(ies): 7-29-03 All Bases Covered, Inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies) Name: All Covered, Inc. Internal Address: Suite 200 Street Address: 101 Redwood Shores Pkwy City: Redwood City State: CA Zip: 94065 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [x] 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 [x] No

3. Nature of conveyance: [ ] Assignment [ ] Merger [ ] Security Agreement [x] Change of Name [ ] Other Execution Date: 05/12/2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/205,593

B. Trademark Registration No.(s) 1,964,934, 1,906,954, 2,619,952 and 1,916,817 Additional number(s) attached [ ] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jenny R. Splitter, Esq. Internal Address: Carr & Ferrell LLP Street Address: 2225 East Bayshore Road Suite 200 City: Palo Alto State: CA Zip: 94303

6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41).....\$ 140.00 [x] Enclosed [ ] Authorized to be charged to deposit account 8. Deposit account number: 06-0600

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9. Signature. Jenny R. Splitter, Esq. Name of Person Signing

40.00 OP 100.00 OP Signature Date July 17, 2003

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

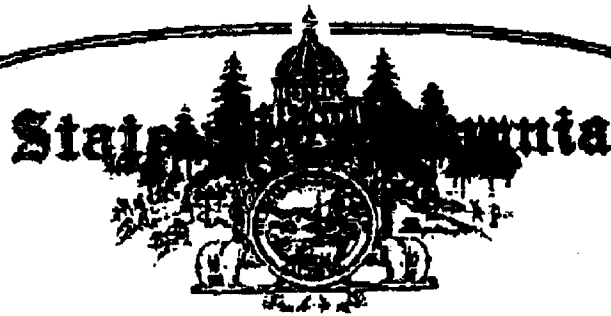
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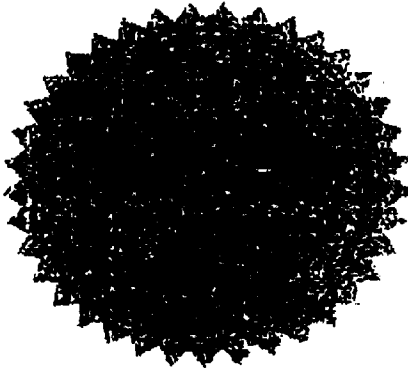
**SECRETARY OF STATE**

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

That the attached transcript of 2 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

MAY 20 2003



*Kevin Shelley*

Secretary of State

Gov/State Form CE 107 (rev. 1/02)

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**CERTIFICATE OF AMENDMENT  
OF SIXTH AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
ALL BASES COVERED, INC.**

**KEVIN SHELLEY  
Secretary of State**

The undersigned, Timothy Mott and Steve Umphreys, hereby certify that:

- 1. They are the duly elected Chairman of the Board and Secretary, respectively, of All Bases Covered, Inc., a California corporation (the "Corporation").
- 2. That Article I of the Sixth Amended and Restated Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

"The name of this corporation is All Covered, Inc."

- 3. The foregoing amendment of the Sixth Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.
- 4. The foregoing amendment of the Sixth Amended and Restated Articles of Incorporation has been duly approved by the required vote of the shareholders of the Corporation in accordance with Sections 902 of the California Corporations Code. The total number of outstanding shares of Common Stock is 40,047,921. The total number of outstanding shares of Series A Preferred Stock is 6,300,000. The total number of outstanding shares of Series B Preferred Stock is 9,233,329. The total number of outstanding shares of Series C Preferred Stock is 7,589,285. The total number of outstanding shares of Series D Preferred Stock is 19,493,175. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the outstanding Common Stock, Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock voting together.

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The undersigned 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 his own knowledge.

Dated: May 12, 2003



Timothy Mott, Chairman of the Board and President



Steve Umphreys, Secretary



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