

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PowerUp Networks, Inc.		02/28/2003	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Voyence, Inc.		
Street Address:	1801 North Glenville Road		
City:	Richardson		
State/Country:	TEXAS		
Postal Code:	75081-1906		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78220482	VOYENCE	
CORRESPONDENCE DATA			
Fax Number:	(214)200-0853		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	972-739-8638		
Email:	tim.bliss@haynesboone.com		
Correspondent Name:	Timothy F. Bliss, Haynes and Boone, LLP		
Address Line 1:	901 Main Street		
Address Line 2:	Suite 3100		
Address Line 4:	Dallas, TEXAS 75202		
ATTORNEY DOCKET NUMBER:	29484.24		
NAME OF SUBMITTER:	Timothy F. Bliss		
Total Attachments: 1 source=67591_1#page1.tif			

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**CERTIFICATE OF AMENDMENT
OF
RESTATED
CERTIFICATE OF INCORPORATION
OF
POWERUP NETWORKS, INC.**

(Pursuant to Section 242 of the General Corporation Law of the State of Delaware)

PowerUp Networks, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies as follows:

- A. The name of the Corporation is PowerUp Networks, Inc.
- B. The Restated Certificate of Incorporation is hereby amended by replacing ARTICLE I in its entirety with the following:

ARTICLE I

The name of this corporation is Voyence, Inc.

C. The Board of Directors of the Corporation duly adopted resolutions setting forth the above-referenced amendment, declaring such amendment to be advisable, and calling for a vote of the stockholders of the Corporation on such amendment.

D. The stockholders of the Corporation duly approved the above-referenced amendment.

E. The above-referenced amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed and attested as of this 28th day of February, 2003.

POWERUP NETWORKS, INC.

/s/ Susan C. Nash
Susan C. Nash, President

ATTEST:

/s/ Don Fortenberry
Don Fortenberry, Secretary

R-42102.1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:15 PM 03/04/2003
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