


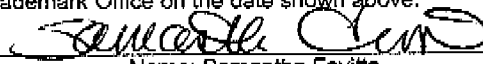


RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office			
Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇒ ⇒ ⇒					
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): <u>Direct Connect, Inc.</u> Individual(s) _____ Association _____ General Partnership _____ Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> Other _____ Additional name(s) of conveying party(ies) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	2. Name and address of receiving party(ies) Name: <u>North Sky, Inc.</u> Street Address: <u>1508 North Technology Way</u> <u>Building D, 2nd Floor</u> City: <u>Orem</u> State: <u>UT</u> Zip: <u>84097</u> Individual(s) citizenship _____ Association _____ General Partnership _____ Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> Other _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>				
3. Nature of conveyance: Assignment _____ Merger _____ Security Agreement _____ <input checked="" type="checkbox"/> Change of Name Other _____ Execution Date: <u>July 27, 1999</u>	4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>2360414</u> Additional number(s) attached: Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>				
5. Name and address of party to whom correspondence concerning document should be mailed: <u>Robin Adelson, Esq.</u> <u>PRIMEDIA INC.</u> <u>745 Fifth Avenue</u> <u>Corporate Legal</u> <u>New York, NY 10151</u>	6. Total number of applications and registrations involved: <u>1</u> 7. Total fee (37 CFR 3.41) <u>\$40</u> Enclosed _____ <input checked="" type="checkbox"/> Authorized to be charged to deposit account	8. Deposit account number: <u>50-3058</u> (Attach duplicate copy of this page if paying by deposit account)			
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i> <table style="width:100%; border: none;"> <tr> <td style="width: 30%; border: none;"> <u>Robin Adelson</u> Name of Person Signing </td> <td style="width: 40%; border: none; text-align: center;">  Signature </td> <td style="width: 30%; border: none; text-align: right;"> <u>March 4, 2004</u> Date </td> </tr> </table>			<u>Robin Adelson</u> Name of Person Signing	 Signature	<u>March 4, 2004</u> Date
<u>Robin Adelson</u> Name of Person Signing	 Signature	<u>March 4, 2004</u> Date			
Total number of pages including cover sheet, attachments, and document: <u>5</u>					

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CERTIFICATE OF FACSIMILE TRANSMISSION

The undersigned hereby certifies that the above-captioned correspondence is being transferred by facsimile to the United States Patent and Trademark Office on the date shown above.



Name: Samantha Favitta
 Date: March 4, 2004

JUL-28-1999 12:10

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**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
DIRECT CONNECT, INC.**

Direct Connect, Inc., a corporation organized under the General Corporation Law of the State of Delaware (the "Company"), originally incorporated on October 3, 1994:

DOES HEREBY CERTIFY:

First: That pursuant to a meeting of the Board of Directors of the Corporation, a resolution was duly adopted recommending the Amended and Restated Certificate of Incorporation and declaring said Amended and Restated Certificate of Incorporation to be advisable.

Second: That thereafter, pursuant to resolution of the Board of Directors, the shareholders of the Corporation were called upon to approve the proposed Amended and Restated Certificate of Incorporation by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware and by which consent the necessary number of shares as required by statute were voted in favor of the amendment. The proposed Amended and Restated Certificate of Incorporation as approved by the shareholders is as follows:

ARTICLE I. NAME

The name of the corporation is North Sky, Inc. (the "Corporation").

ARTICLE II. REGISTERED OFFICE

The address of the Corporation's registered office in the State of Delaware is Corporate Systems, Inc. 101 North Fairfield Drive, in the City of Dover, in the County of Kent, in the State of Delaware, 19901. The name of the registered agent at such address is Corporate Systems, Inc.

ARTICLE III. PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV. CAPITAL STOCK

The Corporation is authorized to issue two classes of shares to be designated, respectively, "Preferred Stock" and "Common Stock." The number of shares of Preferred Stock authorized to be issued is Two Million (2,000,000). The number of shares of Common Stock authorized to be issued is Twenty Million (20,000,000). The Preferred Stock and the Common Stock shall each have a par value of \$0.0001 per share.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 07/28/1999
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(a) **Provisions Relating to the Common Stock.** Each holder of Common Stock is entitled to one vote for each share of Common Stock standing in such holder's name on the records of the Corporation on each matter submitted to a vote of the stockholders, except as otherwise required by law.

(b) **Provisions Relating to the Preferred Stock.** The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article IV, to provide for the issuance of the shares of Preferred Stock in accordance with Sections 102(a) and 151(a) of the General Corporation Law of Delaware, in one or more series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

ARTICLE V. LIABILITY

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any amendment or repeal of this Article V will not eliminate or reduce the effect of any right or protection of a director of the Corporation existing immediately prior to such amendment or repeal.

Third: That said Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, I have executed this Amended and Restated Certificate of Incorporation this 27th day of July, 1999, and acknowledge that the facts stated herein are true.

DIRECT CONNECT, INC.

By: Hal G. Halladay
Hal G. Halladay, President and Chief Executive Officer

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