

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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):
Business Networks International Ass'n.
d/b/a Business Networks International

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

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

2. Name and address of receiving party(ies)
Name: BNI Enterprises, Inc.
Internal Address: _____
Address: _____
Street Address: 545 College Commerce Way
City: Upland State: CA Zip: 91786

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 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 No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 03/06/1997

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1,805,510
2,258,290; 2,233,431

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Robert G. Rosenthal
Internal Address: _____
Law Office of Robert G. Rosenthal

Street Address: 5856 Faringdon Place
Suite 200

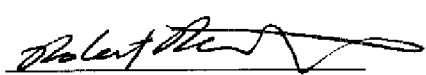
City: Raleigh State: NC Zip: 27609

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 120.00
 Enclosed Credit Card Authorization
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
ROBERT ROSENTHAL  25 March 2004
Name of Person Signing Signature Date

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

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

OP \$120.00 1805510

A488557

State of California

SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

MAR - 6 1997



Secretary of State

TRADEMARK

REF: 002820 FRAME: 0396

Mark: BNI BUSINESS NETWORK INTL.

Reg. No. : 1,805,510

Int. Cl.: 35

SUPPLEMENTAL DECLARATION

Ivan R. Misner, declares and says that he is the CEO of BNI Enterprises, Inc., formerly known as Business Networks International Association (a California corporation), doing business as Business Networks International; the owner of Registration Number 1,805,510, dated November 16, 1993; as shown by records in the Patent and Trademark Office; that the Declaration under Sections 8 & 15 executed by him and filed in the Trademark Office on January 11, 1999 was executed on January 4, 1999.

DECLARATION

The undersigned, declares that he is the CEO of BNI Enterprises, Inc. (a California corporation), owner of the BNI BUSINESS NETWORK INTL. service mark referred to herein, that he is authorized to make this declaration on behalf of the applicant corporation, that all statements made of his own knowledge are true and that all statements made on information and belief are believed to be true; and further that I have been warned that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any registration resulting therefrom.

BNI Enterprises, Inc.

By: Ivan R. Misner
Ivan R. Misner, Ph.D. CEO

Date: 11/15/99

8&15BNI.SUP
November 15, 1999

A488557

ENDORSED
FILED

the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

MAR - 4 1997

OF

BUSINESS NETWORKS INTERNATIONAL ASSOCIATION

Bill Jones
BILL JONES, Secretary of State

Ivan R. Misner certifies that:

1. He is the president and secretary of Business Networks International Association, a California corporation.

2. Article I of the articles of incorporation of this corporation is amended to read in full as follows:

"The name of this corporation is BNI Enterprises Inc."

3. The foregoing amendment to the articles of incorporation has been duly approved by the board of directors.

4. The foregoing amendment to the corporation's articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation consists of 10,100. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage of votes required was more than 50%.

5. This corporation is a corporation organized pursuant to the General Corporation Law of the State of California.

6. In all other respects, the articles of incorporation of this corporation shall remain in full force and effect.

The undersigned declares under penalty of perjury under the laws of the State of California that the statements contained in this Certificate are true and correct of his own knowledge.

DATED: February 3, 1997

Ivan R. Misner
Ivan R. Misner, President and Secretary