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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):
Affinity Corporation

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

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

2. Name and address of receiving party(ies)
Name: Sysdoms, Inc.
Internal Address: _____
Street Address: 5230 Las Virgenes Road
City: Calabasas State: CA Zip: 91302

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 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 No

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

Execution Date: 08/08/2004

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) 2,869,370

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Joan Kupersmith Larkin
 Internal Address: Seyfarth Shaw LLP
 Street Address: 2029 Century City Park East
 Suite 3300
 City: Los Angeles State: CA Zip: 90067

6. Total number of applications and registrations involved: 1

7. Total fee (\$7 CFR 3.41).....\$ _____
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-2291

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9. Signature:
 Joan Kupersmith Larkin  August 24, 2004
 Name of Person Signing Signature Date

Total number of copies (including cover sheet, assignments, and document) 2

All documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20531

**CERTIFICATE OF AMENDMENT
OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AFFINITY CORPORATION**

ENDORSED - FILED
In the office of the Secretary of State
of California

AUG 22 2003

KEVIN SHELLEY
Secretary of State

THE UNDERSIGNED, Kevin Cobb and Roger Jackson, certify that:

1. They are the duly elected President and Secretary, respectively, of Affinity Corporation, a California corporation (this "Corporation").
2. The First Article of the Amended and Restated Articles of Incorporation of the Corporation is amended to read as follows:

"Article I

The name of this Corporation is **Systeme, Inc.**"

3. The foregoing amendment of the Amended and Restated Articles of Incorporation of this Corporation has been duly approved by the Board of Directors.
4. The foregoing amendment of the Amended and Restated Articles of Incorporation of this Corporation 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 this Corporation is 172,560 shares of Common Stock, 2,067,669 shares of Series A Preferred Stock, and 2,742,500 shares of Series B Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of each class.

The undersigned further declares 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 as of this 8 day of August, 2003.



Kevin Cobb, President

Roger Jackson, Secretary

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