

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
M G Bookkeeping Service, Inc.		11/05/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Telepayroll.com, Inc.
Street Address:	11061 Winners Circle
City:	Los Alamitos
State/Country:	CALIFORNIA
Postal Code:	90720
Entity Type:	CORPORATION: CALIFORNIA

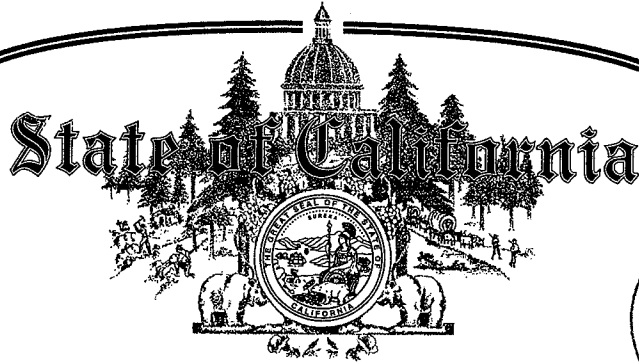
PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2197080	TELEPAYROLL

CORRESPONDENCE DATA	
Fax Number:	(949)760-9502
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	efiling@kmob.com
Correspondent Name:	Knobbe Martens Olson & Bear, LLP
Address Line 1:	2040 Main Street, 14th Floor
Address Line 4:	Irvine, CALIFORNIA 92614

ATTORNEY DOCKET NUMBER:	TELEPAY.001T
NAME OF SUBMITTER:	Jeffrey L. Van Hoosear

Total Attachments: 3
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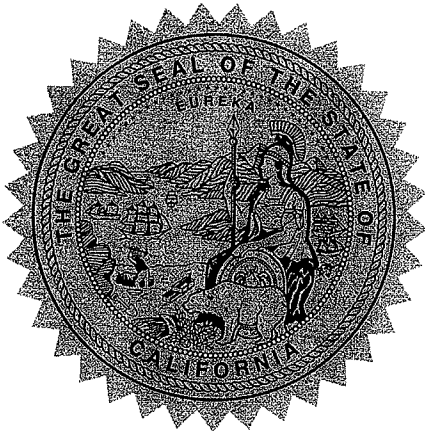
SECRETARY OF STATE

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

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, 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

OCT 27 2004



Kevin Shelley
Secretary of State

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JK

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
M G BOOKKEEPING SERVICE, INC.**

FILED
in the office of the Secretary of State
of the State of California

MAR 22 1999

Bill Jones
BILL JONES, Secretary of State

MARTIN S. GILBERSTADT and MICHAEL R. GILBERSTADT certify that:

1. They are the President and Secretary, respectively, of M G BOOKKEEPING SERVICE, INC., a California corporation.

2. Article I to the Articles of Incorporation of this corporation is amended to read in its entirety as follows:

"The name of this corporation is TELEPAYROLL.COM, INC."

3. Article IV to the Articles of Incorporation of this corporation is hereby amended to read in its entirety as follows:

(a) The total number of shares of all classes of stock which this corporation shall have authority to issue is 15,000,000 shares; consisting of 10,000,000 shares of common stock and 5,000,000 shares of preferred stock.

(b) Immediately upon the effectiveness of this Amendment, each share of this corporation's common stock will, without further action by the corporation or the holder thereof, be automatically changed and reclassified into an aggregate of 7,500 fully paid and nonassessable shares of common stock.

(c) The preferred stock may be issued from time to time in such number of series as the Board of Directors may determine. The Board of Directors is authorized to determine and alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of preferred stock, and to fix the number of shares of any series of preferred stock and the designation of any such series of preferred stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issuance of shares of that series. The authority of the Board of Directors with respect to each series of preferred stock shall include, but not be limited to, the determination of the following:

(1) *Dividends.* The dividends to be paid on the shares of such series, the conditions on and the times at which such dividends shall be paid, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, with respect to the payment of dividends on the shares of such series;

(2) *Voting Rights.* Whether the shares of such series shall have full, limited or no voting rights (other than the voting rights provided by law) and, if so, the terms of such voting rights;

(3) *Convertibility.* Whether the shares of such series shall be convertible into, or exchangeable for, at the option of either the holder or this corporation or upon the happening of a specified event, shares of any other series or class and, if so, the terms and conditions of such conversion or exchange, including the price or prices or rate or rates of exchange and the adjustments thereto;

(4) *Rights on Dissolution.* The rights of the shares of such series in the event of the voluntary or involuntary liquidation, dissolution or distribution of the assets of this corporation, if any; and

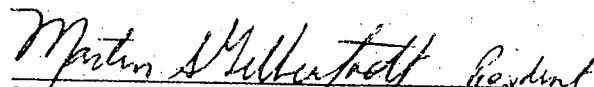
(5) *Other Rights.* Any other rights, preferences, privileges or restrictions of the shares of such series."

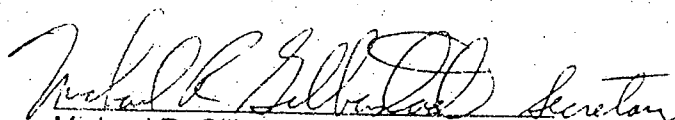
4. The foregoing Certificate of Amendment of Articles of Incorporation has been duly approved by the Board of Directors.

5. The foregoing Certificate of Amendment of 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 this corporation is 1,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We 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 our own knowledge.

Dated: March 15, 1999


Martin S. Gilberstadt, President


Michael R. Gilberstadt, Secretary

