

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
Virtual Personalities, Inc.		02/21/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Conversive, Inc.
Street Address:	3806 Cross Creek Road
Internal Address:	Unit F
City:	Malibu
State/Country:	CALIFORNIA
Postal Code:	90265
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Serial Number:	76181190	ACTIVEPRESENCE
Serial Number:	78184708	AGENT EVERYWHERE
Serial Number:	78184664	AGENT OPERATOR
Serial Number:	78194349	ANYWHERE AGENT
Serial Number:	78161055	CONVERSIVE
Serial Number:	78211501	EASYAGENT
Serial Number:	78153336	INSTANTAGENT
Serial Number:	76216382	INTERFACING FORWARD
Serial Number:	75274604	JULIA
Serial Number:	76226404	PHIRESRIPTER
Serial Number:	78211495	READYAGENT
Serial Number:	76226403	SAPPHIRE ENGINE
Serial Number:	78211492	SEARCHAGENT

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Serial Number:	78178499	E-MAIL AGENT
Serial Number:	76181184	STARBOT
Serial Number:	76414478	START THE DIALOG
Serial Number:	75400639	SYLVIE
Serial Number:	76226421	TOKIMI
Serial Number:	75274605	VERBOT
Serial Number:	75273858	VIRTUAL PERSONALITIES
Serial Number:	76180862	VPEOPLE
Serial Number:	75273857	VPERSON
Serial Number:	76180744	WEB@SSISTANT

CORRESPONDENCE DATA

Fax Number: (412)471-4094
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Email: webblaw@webblaw.com
Correspondent Name: Kent E. Baldauf, Jr.
Address Line 1: 436 Seventh Avenue
Address Line 2: 700 Koppers Building
Address Line 4: Pittsburgh, PENNSYLVANIA 15219

ATTORNEY DOCKET NUMBER:	2966-001765
NAME OF SUBMITTER:	Kent E. Baldauf, Jr. Reg. No. 36,082
Signature:	/KEBjr/
Date:	02/10/2006

Total Attachments: 3
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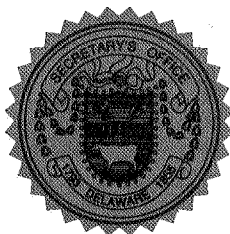
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VIRTUAL PERSONALITIES, INC.", CHANGING ITS NAME FROM "VIRTUAL PERSONALITIES, INC." TO "CONVERSIVE, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2003, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3290661 8100

AUTHENTICATION: 2270203

030114326

DATE: 02-24-03

TRADEMARK

REEL: 003244 FRAME: 0865

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
VIRTUAL PERSONALITIES, INC.**

Virtual Personalities, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

The following amendments to the Corporation's Restated Certificate of Incorporation were duly adopted in accordance with the provisions of sections 228 and 242 of the General Corporation Law of the State of Delaware:

1. Article I of the Restated Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"The name of the corporation is **CONVERSIVE, INC.** (the "corporation")."

2. The second sentence of Paragraph A of Article IV of the Restated Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"The total number of shares which this corporation is authorized to issue is **Thirty-Nine Million Six Hundred Ninety-Eight Thousand One Hundred Eighteen (39,698,118)**, **Thirty Million (30,000,000)** shares of which shall be **Common Stock (the "Common Stock")** and **Nine Million, Six Hundred Ninety-Eight Thousand One Hundred Eighteen (9,698,118)** shares of which shall be **Preferred Stock (the "Preferred Stock")."**

3. Paragraph D of Article IV of the Restated Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"**Eight Million Six Hundred Ninety-Eight Thousand One Hundred Eighteen (8,698,118)** of the authorized shares of **Preferred Stock** are hereby designated "**Series A Preferred Stock**" (the "**Series A Preferred Stock**" or "**Series A Preferred**"). The **Series A Preferred Stock** shall be further divided into two sub-series, as follows: **Six Hundred Ninety-Eight Thousand One Hundred Eighteen (698,118)** shares shall be designated and known as **Series A-1 Preferred Stock ("Series A-1 Preferred")** and **Eight Million (8,000,000)** shares shall be designated and known as the **Series A-2 Preferred Stock (the "Series A-2 Preferred")**. Except as otherwise specifically provided for herein, the rights, preferences, privileges and restrictions granted to or imposed on the **Series A-1 Preferred Stock** and the **Series A-2 Preferred Stock** shall be identical."

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4. Paragraph E 1(c) of Article IV of the Restated Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"(c) Election of Board of Directors. For so long as least One Million One Hundred Seventy-Four Thousand Five Hundred Twenty-Nine (1,174,529) shares of Series A Preferred Stock remain outstanding (subject to adjustment for any stock split, reverse stock split or similar event affecting the Series A Preferred Stock) (i) the holders of Series A Preferred Stock, voting separately as a class, shall be entitled to elect two (2) members of the Board of Directors at any meeting or pursuant to any written consent of the corporation's stockholders for the election of directors, and to remove from office such director and to fill any vacancy caused by the resignation, death or removal of such director; and (ii) the holders of Common Stock voting separately as a class shall be entitled to elect the remaining member (s) of the Board of Directors at any meeting or pursuant to any written consent of the corporation's stockholders for the election of directors, and to remove from office such directors and to fill any vacancy caused by the resignation, death or removal of such directors."

IN WITNESS WHEREOF, this Certificate of Amendment of Restated Certificate of Incorporation has been executed by its President and Chief Executive Officer this 21st day of February 2003.

VIRTUAL PERSONALITIES, INC.

By


Rob Rapaport
President and Chief Executive Officer

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** TOTAL PAGE.03 **