

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
Power By Hand, Inc.		10/29/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	MOTRICITY, INC.		
Street Address:	2800 Meridian Parkway		
Internal Address:	Suite 150		
City:	Durham		
State/Country:	NORTH CAROLINA		
Postal Code:	27713		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	76615871	MOTRICITY	
Serial Number:	76615872	MOTRICITY	
CORRESPONDENCE DATA			
Fax Number:	(615)252-6392		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(615) 252-2392		
Email:	csloan@boultcummings.com		
Correspondent Name:	Christopher A. Sloan		
Address Line 1:	1600 Division Street		
Address Line 2:	Suite 700		
Address Line 4:	Nashville, TENNESSEE 37203		
ATTORNEY DOCKET NUMBER:	104467-011 CAS/SLK		
NAME OF SUBMITTER:	Christopher A. Sloan		

OP \$65.00 76615871

Signature:

/Christopher A. Sloan /

Date:

11/02/2006

Total Attachments: 3

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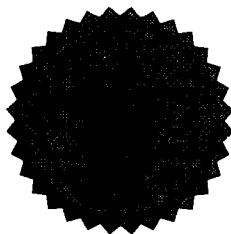
Delaware

PAGE 1

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 "POWER BY HAND, INC.", CHANGING ITS NAME FROM "POWER BY HAND, INC." TO "MOTRICITY, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2004, AT 1:26 O'CLOCK P.M.

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



3778328 8100

040782695

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3445665

DATE: 10-29-04

TRADEMARK
REEL: 003420 FRAME: 0956

**AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
POWER BY HAND, INC.**

Power By Hand, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. That the Corporation's original Certificate of Incorporation was filed with the Delaware Secretary of State on March 17, 2004, amended and restated on March 18, 2004, and further amended and restated on April 29, 2004 (the "Certificate of Incorporation").

2. That by action taken by written consent of the Board of Directors of the Corporation on October 21, 2004, resolutions were adopted setting forth a proposed Amendment to the Certificate of Incorporation of the Corporation, declaring such amendment to be advisable and directing its officers to submit said amendment to the stockholders of the Corporation for consideration thereof.

3. That this Amendment to the Certificate of Incorporation has been consented to and authorized by the holders of a majority of the issued and outstanding capital stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of Delaware.

4. That this Amendment to the Certificate of Incorporation was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of Delaware.

5. That the Certificate of Incorporation of the Corporation is hereby amended by deleting Article 1 thereof in its entirety and substituting therefore the following new paragraph 1 as follows:

1. The name of the corporation is:

MOTRICITY, INC.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to Certificate of Incorporation to be signed this 29th day of October 2004.

POWER BY HAND, INC.

By: 

Name: Ryan Wuerch

Title: CEO

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OF
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3. That this Amendment to the Certificate of Incorporation has been consented to and authorized by the holders of a majority of the issued and outstanding capital stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of Delaware.

4. That this Amendment to the Certificate of Incorporation was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of Delaware.

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POWER BY HAND, INC.

By: 

Name Ryan Wuerch

Title: CEO