

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
Carolwood Acquisition, Inc.		09/03/2002	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Xdrive, Inc.		
Street Address:	1630 Stewart Street, #140		
City:	Santa Monica		
State/Country:	CALIFORNIA		
Postal Code:	90404		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2417139	SKIP THE DOWNLOAD	
Registration Number:	2668108	XDRIVE ENTERPRISE	
Registration Number:	2638612	XDRIVE TECHNOLOGIES	
Registration Number:	2638303	XDRIVE	
Registration Number:	2687788	YOUR FREE INTERNET HARD DRIVE	
Registration Number:	2497531	XDRIVE	
CORRESPONDENCE DATA			
Fax Number:	(202)857-6395		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-857-8977		
Email:	bush.douglas@arentfox.com		
Correspondent Name:	Douglas R. Bush		
Address Line 1:	1050 Connecticut Avenue NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20036		
ATTORNEY DOCKET NUMBER:	019428.00786		

CH \$165.00 2417139

NAME OF SUBMITTER:	Douglas R. Bush
Signature:	/D. R. Bush/
Date:	07/02/2007
Total Attachments: 4 source=changeofname from carolwood#page1.tif source=changeofname from carolwood#page2.tif source=changeofname from carolwood#page3.tif source=changeofname from carolwood#page4.tif	

Delaware

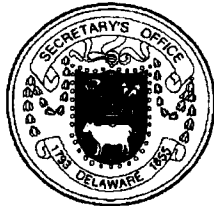
PAGE 1

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 "CAROLWOOD ACQUISITION, INC.", CHANGING ITS NAME FROM "CAROLWOOD ACQUISITION, INC." TO "XDRIVE, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF SEPTEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

3544365 8100

070773923



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5809831

DATE: 07-02-07

TRADEMARK
REEL: 003573 FRAME: 0138

**CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION
OF
CAROLWOOD ACQUISITION, INC.,
a Delaware corporation**

CAROLWOOD ACQUISITION, INC., a Delaware corporation (the "Corporation"), DOES HEREBY CERTIFY THAT:

FIRST: That the Board of Directors of the Corporation by unanimous written consent dated August 30, 2002, duly adopted resolutions setting forth a proposed amendment to the Corporation's Restated Certificate of Incorporation declaring said amendment to be advisable. The resolutions setting forth the proposed amendment are as follows:

NOW, THEREFORE, BE IT RESOLVED, that Article I of this Corporation's Restated Certificate of Incorporation be amended in its entirety to read in full as follows: "The name of the corporation (hereinafter called the "*Corporation*") is Xdrive, Inc."

RESOLVED, FURTHER, that Article IV.A of this Corporation's Restated Certificate of Incorporation be amended in its entirety to read in full as follows:

"A. Classes of Stock. This Corporation is authorized to issue two classes of shares to be designated, respectively, Preferred Stock ("*Preferred Stock*") and Common Stock ("*Common Stock*"). The total number of shares of capital stock that the Corporation is authorized to issue is Sixteen Million Five Hundred Two Thousand (16,502,000). The total number of shares of Preferred Stock this Corporation shall have authority to issue is Six Million Five Hundred Two Thousand (6,502,000). The total number of shares of Common Stock this Corporation shall have authority to issue is Ten Million (10,000,000). The Preferred Stock shall have a par value of \$0.0001 per share and the Common Stock shall have a par value of \$0.0001 per share. Each share of Common Stock outstanding on the date of this Certificate of Amendment shall be converted into 100 shares of Common Stock of the Corporation."

RESOLVED, FURTHER, that Section 2(a) of Article IV.B of this Corporation's Restated Certificate of Incorporation be amended in its entirety to read in full as follows:

(2) (i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of

the Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of (A) \$0.76923076 and (B) an amount equal to all declared or accrued but unpaid dividends on such share (such amounts referred to in clauses (A) and (B) hereof being subject to adjustment for any stock dividends, stock splits, combinations, recapitalizations or the like). If, upon the occurrence of such event, the assets and funds thus distributed among the holders of Series A Preferred Stock shall be insufficient to permit the payments to such holders of the full preferential amounts aforesaid, then all of the assets available for distribution to holders of the Series A Preferred Stock shall be distributed among and paid to such holders ratably in proportion to the amounts that would be payable to such holders if such assets were sufficient to permit payment in full.

(ii) Upon the completion of any distribution pursuant to subsection 2(a)(i) hereof, the remaining assets of the Corporation available for distribution to stockholders shall be distributed among the holders of the Common Stock pro rata based on the number of shares of the Corporation's common stock held by each.

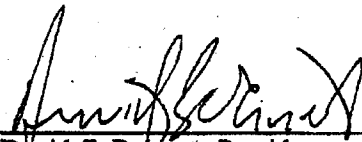
SECOND: That in lieu of a meeting and vote of stockholders, said amendment was approved by the stockholders of the Corporation entitled to vote thereon by unanimous written consent, in accordance with Sections 228 and 242 of the Delaware General Corporation Law.

[Signature page follows.]

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed by David C. Bohnett, its President, as of this 3rd day of September, 2002.

CAROLWOOD ACQUISITION, INC.

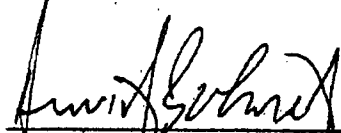
By:



David C. Bohnett, President

ATTEST:

By:



David C. Bohnett, Secretary