

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
121Media, Inc.		04/27/2007	CORPORATION: DELAWARE
Phorm, Inc.	FORMERLY 121 Media, Inc.	05/03/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Phorm UK, Inc.
Street Address:	264 West 40th Street
Internal Address:	16th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	78960106	1·2·1MEDIA
Serial Number:	78960048	121MEDIA
Serial Number:	77082323	QANDA
Serial Number:	77082321	FIDEO
Serial Number:	77082318	PHORM
Serial Number:	78809790	WI-FREE

CORRESPONDENCE DATA

Fax Number: (503)459-4142
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 503-459-4141
 Email: harnett@ahmrt.com
 Correspondent Name: Alleman Hall McCoy Russell & Tuttle LLP
 Address Line 1: 806 SW Broadway

CH \$165.00 78960106

Address Line 2: Suite 600
Address Line 4: Portland, OREGON 97205

ATTORNEY DOCKET NUMBER:	OMI06401
NAME OF SUBMITTER:	Natalia K. Harnett
Signature:	/Natalia K. Harnett/
Date:	03/03/2008

Total Attachments: 8

source=Name Change documents 1-31-08#page1.tif
source=Name Change documents 1-31-08#page2.tif
source=Name Change documents 1-31-08#page3.tif
source=Name Change documents 1-31-08#page4.tif
source=Name Change documents 1-31-08#page5.tif
source=Name Change documents 1-31-08#page6.tif
source=Name Change documents 1-31-08#page7.tif
source=Name Change documents 1-31-08#page8.tif

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
121MEDIA, INC.

* * * * *

121Media, Inc., a corporation (hereinafter called the "Corporation") organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("the Delaware General Corporation Law") does hereby certify that:

I. The amendment to the Corporation's Amended and Restated Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law and approved at an annual meeting of stockholders, duly called and held, upon notice in accordance with Section 222 of the Delaware General Corporation Law, at which meeting the number of shares as required by statute were voted in favor of the amendment.

II. ARTICLE I. of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted and replaced in its entirety as follows:

"ARTICLE I.

The name of this Corporation is PHORM, INC. (the "*Corporation*")."

III. The reference to "Thirteen Million (13,000,000)" in ARTICLE IV. of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted and replaced with "Twenty Million (20,000,000)".

IV. Section 2.(a) of ARTICLE V. of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted and replaced in its entirety as follows:

"(a) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation."

V. Section 2 of ARTICLE VI. of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted and replaced in its entirety as follows:

"2. Each person who is or was a director or officer of the Corporation and is or was made a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she or a person

of whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation (including any constituent corporation absorbed in a merger) or is or was serving at the request of the Corporation (including any such constituent corporation) as a director, officer, employee or agent of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the Delaware General Corporation Law, as it presently exists or may hereafter be amended, against all liability and loss suffered and expenses reasonably incurred by such person in connection therewith (including attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid or to be paid in settlement), and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The Corporation shall pay all expenses incurred by such a director or officer in defending any such proceeding as they are incurred in advance of its final disposition; provided, however, that if the Delaware General Corporation Law then so requires, the payment of such expenses incurred by a director or officer in advance of the final disposition of such proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified hereunder or otherwise.

3. The Corporation shall have the power to indemnify and hold harmless, to the extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such proceeding (including attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid or to be paid in settlement).

4. Any repeal or modification of this Article VI, or any adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification."

VI. ARTICLE VII of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted and replaced in its entirety as follows:

“ARTICLE VII.

[Reserved.]”

VII. ARTICLE IX of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted and replaced in its entirety as follows:

“ARTICLE IX.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, except as provided in paragraph 4 of Article VI above, and all rights conferred upon the stockholders herein are granted subject to this reservation.”

VIII. ARTICLE X of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted and replaced in its entirety as follows:

“ARTICLE X.

[Reserved.]”

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Amended and Restated Certificate of Incorporation to be executed by Kent Ertugrul, its Chief Executive Officer, this 27th day of April, 2007.

121MEDIA, INC.

By: /s/ Kent Ertugrul
Kent Ertugrul
Chief Executive Officer

CORPORATION SERVICE COMPANY

www.incspot.com

CSC- Wilmington
Suite 400
2711 Centerville Road
Wilmington, DE 19808
800-927-9800
302-636-5454 (Fax)

Matter# 10616223
Project Id :

Order# 872369-5
Order Date 04/27/2007

Entity Name : 121MEDIA, INC.
Jurisdiction : DE-Secretary of State
Request for : Amendment/Correction/Restated/Designation Filing
File# : 3533689
File date : 04/27/2007
Result : Amendment Filed & Approved

Ordered by CELIA MONTGOMERY at FULBRIGHT & JAWORSKI L.L.P.

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at www.incspot.com.

If you have any questions concerning this order or IncSpot, please feel free to contact us.

Dona Priebe
dpriebe@escinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

Delaware

PAGE 1

The First State

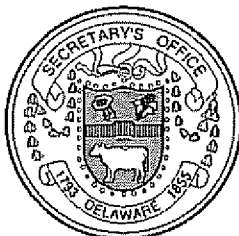
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PHORM ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "PHORM, INC." UNDER THE NAME OF "PHORM UK,
INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF
THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE
THIRD DAY OF MAY, A.D. 2007, AT 2:42 O'CLOCK P.M.

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

3533689 8100M

070516079



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5647109

DATE: 05-03-07

TRADEMARK
REEL: 003730 FRAME: 0308

CERTIFICATE OF MERGER

of

PHORM ACQUISITION CORP.
(a Delaware corporation)

with and into

PHORM, INC.
(a Delaware corporation)

Pursuant to Section 251(g) of the
State of Delaware General Corporation Law

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), being the surviving corporation,

DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Phorm Acquisition Corp.	Delaware
Phorm, Inc.	Delaware

SECOND: An agreement and plan of merger, dated May 3, 2007, by and among the constituent corporations and Phorm Holdings, Inc., a Delaware corporation ("Phorm Holdings"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations and Phorm Holdings in accordance with Section 251(g) of the DGCL, and the conditions specified in the first sentence of such subsection have been satisfied..

THIRD: Upon consummation of the merger, the surviving corporation of the merger shall be Phorm, Inc. (the "Surviving Corporation").

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:48 PM 05/03/2007
FILED 02:42 PM 05/03/2007
SRV 070516079 - 3533689 FILE

FOURTH: Upon consummation of the merger, the Amended and Restated Certificate of Incorporation of Phorm, Inc., as amended, shall be the Certificate of Incorporation of the Surviving Corporation, except as follows:

Article I thereof shall read in its entirety as follows:

“ARTICLE I.

The name of this Corporation is **PHORM UK, INC.** (the “*Corporation*”).”

Article IV thereof shall read in its entirety as follows:

“ARTICLE IV.

This Corporation is authorized to issue one class of stock to be designated “*Common Stock*”. The total number of shares which the Corporation is authorized to issue is One Hundred (100) shares with a par value of \$0.001.”

Section 2.(c) of Article V thereof shall read in its entirety as follows:

“(c) Following the effective date of the admission of the Corporation’s Common Stock to trading on AIM, a market operated by London Stock Exchange plc in the United Kingdom (the “*Initial Public Offering*,” which occurred in December, 2004), no action shall be taken by the stockholders of the Corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws and no action shall be taken by the stockholders by written consent. Any act or transaction by or involving the Corporation, other than the election or removal of directors of the Corporation, that requires for its adoption under the Delaware General Corporation Law or this Amended and Restated Certificate of Incorporation the approval of the stockholders of the Corporation shall, pursuant to and in accordance with Section 251(g) of the Delaware General Corporation Law, require, in addition, the approval of the stockholders of Phorm Holdings, Inc., a Delaware corporation, or any successor thereto by merger, by the same vote that is required by the Delaware General Corporation Law or this Amended and Restated Certificate of Incorporation. References in this document to the “UK Companies Act” are references to the Companies Act 1985 of the United Kingdom (including any statutory modification or re-enactment thereof for the time being in force).”

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation; the address of said principal place of business is as follows: Golden Cross House, 8 Duncannon Street, London, WC2N 4JF.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be executed on this 3rd day of May, 2007.

PHORM, INC.

By: /s/ Virasb Vahidi
Name: Virasb Vahidi
Title: Chief Operating Officer