

09-03-1998



FORM PTO-1594  
6/93

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

# TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Virtual Press

- Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation - California  
 Other MRD 8-31-98

Add'l name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):

Name: SoftBook Press, Inc.

Internal Address: \_\_\_\_\_

Street Address: 1075 Curtis Street, Suite 200

City: Menlo Park State: CA ZIP: 94025

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation - California

Other: \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: 06/09/98

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/469,454

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: \_\_\_\_\_

Internal Address: \_\_\_\_\_

BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN

Street Address: 12400 Wilshire Boulevard

Seventh Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

02-2666

DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document*

Roger W. Blakely, Jr.

Signature

August 26, 1998

Date

09/02/1998 BNGUYEN 00000187 75469454

Total number of pages including cover sheet, attachments, and document: 4

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40.00 UP

TRADEMARK  
REEL: 1776 FRAME: 0270



SECRETARY OF STATE

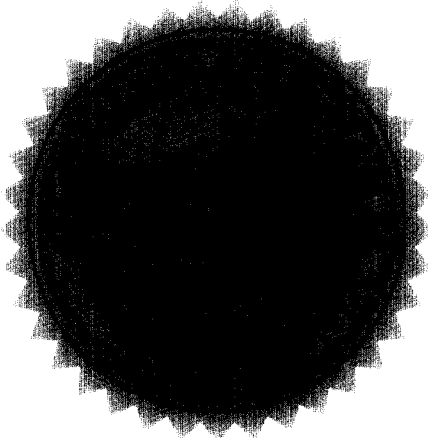


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

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

*AUG 21 1997*



*Bill Jones*

Secretary of State

TRADEMARK

REEL: 1776 FRAME: 0271

A0509779

195 6809  
CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
THE VIRTUAL PRESS

FILED  
In the office of the Secretary of State  
of the State of California

JUN 11 1998

*Bill Jones*  
BILL JONES, Secretary of State

The undersigned, James Sachs and Elias J. Blawie, hereby certify that:

1. They are the President and Secretary, respectively, of The Virtual Press, a California corporation.
2. Article I of the Articles of Incorporation of this corporation shall be amended to read as follows:  

"The name of this Corporation is SoftBook Press, Inc."
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment has been approved by the holders of the requisite number of shares of this corporation in accordance with Sections 902 and 903 of the California General Corporation Law. The total number of outstanding shares entitled to vote with respect to the foregoing amendment was 4,311,900 shares of Common Stock, 2,022,460 shares of Series A Preferred Stock and 965,440 shares of Series B Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required. The vote required was more than 50% of the Common Stock, voting separately as a class, and more than 50% of the Preferred Stock, voting separately as a class.

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.

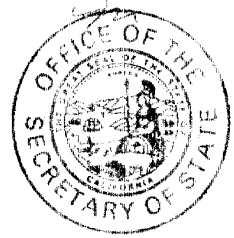
Executed at Menlo Park, California, June 9, 1998.

*James Sachs*  
James Sachs, President  
*Elias J. Blawie*  
Elias J. Blawie, Secretary

TRADEMARK

REEL: 1776 FRAME: 0272

SOFTBOOKS, INC.  
23232 Peralta Drive, Suite 216  
Laguna Hills, CA 92653



**CONSENT TO USE CORPORATE NAME**

SOFTBOOKS, INC. hereby consents to use of the corporate name SOFTBOOK PRESS, INC. by THE VIRTUAL PRESS or any entity designated by THE VIRTUAL PRESS.

SOFTBOOKS, INC.

By:

  
Richard A. Hart  
Chief Financial Officer

6-3-98  
Date