

09-14-1998

100826845 RECORDA TRADEMARKS ONLY

To the Honorable

Commissioner of Patents and Trademarks:

5-29-98

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Active Paper, Inc.

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

> Activerse Inc. 1301 West 25th Street Austin, Texas 78705

Nature of conveyance: 3.

Change of Name

Execution Date: February 4, 1997

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

A. Trademark Application No.(s):

75/115,674 74/115,669 75/124,428 74/144,923 74/144,924 74/508,591 74/669,843 75/185,281

B. Trademark Registration No.(s)

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

> Gary W. Hamilton Akin, Gump, Strauss, Hauer & Feld, L.L.P. 1900 Frost Bank Plaza 816 Congress Avenue Austin, Texas 78701

Total number of applications and registrations involved: 6.

00000046 75115674 36/16/1998 TTDH11 REEL: 1785 FRAME: 0718

043691.0000 Austin 60970 v01

Total fee (37 CFR 3.41): 7. \$320.00

Enclosed:

\$320.00 215E

8. Deposit Account Number: 01-0660

> Please credit any overpayment to or deduct any deficiency from the above referenced Deposit Account.

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.

Gary W. Hamilton

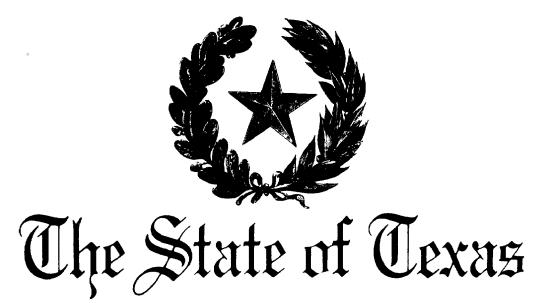
5-29-98

Date

Total number of pages including cover sheet, attachments and document: 5

CERTIFICATE OF MAILING 37 C.F.R. 1.8

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as First Class Mail, postage pre-paid, addressed to the Commissioner for Patents and Trademarks, Washington, D.C. 20231, on the date below:



SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

> ACTIVERSE INC. FORMERLY: ACTIVE PAPER, INC. CHARTER #1285838-00

ARTICLES OF AMENDMENT

MARCH 11, 1997



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on May 15, 1998.

> Alberto R. Gonzales Secretary of State

> > TRADEMARK

REEL: 1785 FRAME: 0720

PH

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF ACTIVE PAPER, INC.

FILED
In the Office of the
Secretary of State of Texas
MAR 1 1 1997

Corporations Section

I ursuant to Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

The following amendments set forth in the <u>Articles</u> below were duly adopted by the Corporation's Board of Directors on November 29, 1996, and approved by its shareholders on November 29, 1996.

ARTICLE ONE

Article One of the Corporation's Articles of Incorporation is amended to read in its entirety as follows:

"The name of the corporation is ACTIVERSE INC."

ARTICLE TWO

Article Four of the Corporation's Articles of Incorporation is amended to include a subsection D which reads in its entirety as follows:

"I). Cumulative voting of shares is expressly prohibited. Shareholders of the Cupuration shall not have the preemptive right to acquire additional shares of the Corporation."

ARTICLE THREE

Article Twelve of the Corporation's Articles of Incorporation is deleted in the entirety.

62/69/97

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ARTICLE FOUR

The number of shares of the Corporation outstanding at the time of such adoption was 2.501.22 shares of Common Stock and 405.000 shares of Series A Convertible Preferred Stock and 315.000 shares of Series A Convertible Preferred Stock.

ARTICLE FIVE

The adoption of these Articles of Amendment to the Articles of Incorporation was approved by the written consent of the holders of <u>11, 22</u> shares of the Corporation's outstanding Common Stock and <u>385,000</u> shares of the Corporation's outstanding Series A Convertible Preferrer Stock. No shares of Common Stock or Series A Convertible Preferred Stock voted against such amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this <u>4</u> day of Febru vy, 1997.

Stoym R. Vandegrift
President and Chief Executive Officer

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KECOKDED: USIZSI 1330

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