

09-25-1998

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OPR/FINANCE

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 _____

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: _____

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other 33

Execution Date: 06/09/98

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

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

A. Trademark Application No.(s)

75/228,432

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.

Name

Signature

September 14, 1998

Date

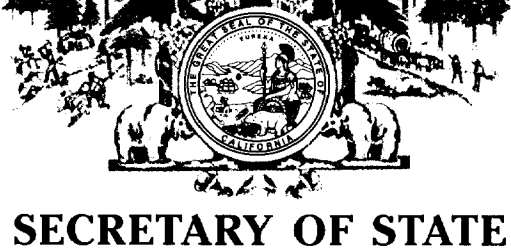
Total number of pages including cover sheet, attachments, and document: 4

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State of California

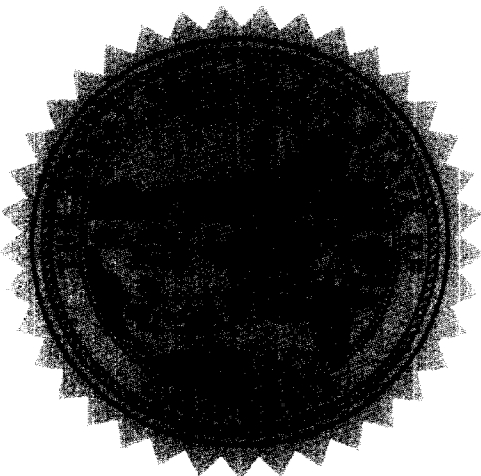


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

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 04 1988



Bill Jones

Secretary of State

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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

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

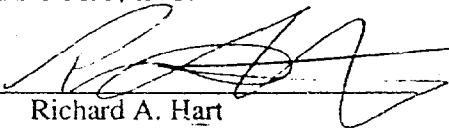


CONSENT TO USE CORPORATE NAME

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

TRADEMARK