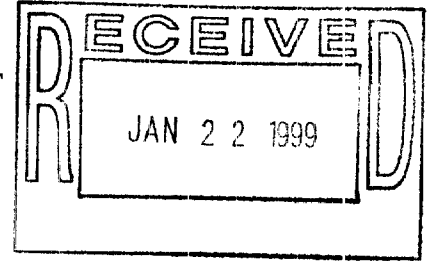


02-01-1999



100900289 SHEET
TRADEMARKS ONLY



MRD 1-22-99

To the Honorable
Commissioner of Patents and Trademarks:

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

3. Nature of conveyance: Corrected cover sheet due to typographical errors

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

A. Trademark Application No.(s): 75/115,669
75/144,923
75/144,924

B. Trademark Registration No.(s)

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

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

90E
NOSARC
FEE

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$120.00

Enclosed: \$120.00

01/22/1999 TTON11 00000162 75115669

01 FC:481 40.00 OP
02 FC:482 50.00 OP

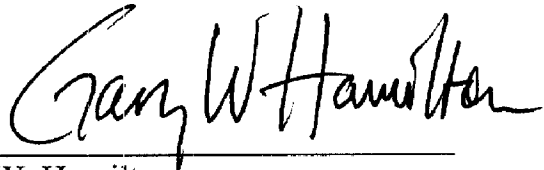
Repln. Ref: 01/22/1999 TTON11 0011574300
App#: 010660 Name/Number: 75115669
FC: 704 \$30.00 CR

8. Deposit Account Number: 01-0660

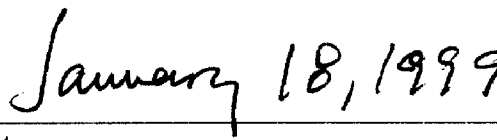
Please credit any overpayment to or deduct any deficiency from the above referenced Deposit Account.

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.

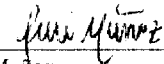


Gary W. Hamilton



Date

Total number of pages including cover sheet, attachments and document: 9

CERTIFICATE OF MAILING 37 C.F.R. 1.10	
I hereby certify that this correspondence is being deposited with the U.S. Postal Service as "Express Mail Post Office to Addressee" service under 37 CFR 1.10, mailing label number <u>EJ316550525US</u> addressed to U.S. Patents and Trademark Office, Washington, D.C. 20231, on the date below:	
<u>January 18, 1999</u> Date	 Terri Muñoz



RE

09-14-1998



RECORD# 100826845
TRADEMARKS ONLY

D

To the Honorable
Commissioner of Patents and Trademarks:

FCMD 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

3. Nature of conveyance: 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)

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

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

6. Total number of applications and registrations involved:

06/10/1998 TTON11 00000046 75115674 8
 01 FC:461 40.00 OP
 02 FC:462 175.00 OP
 Rep'd: Ref: 06/18/1998 TTON11 0015523500
 Mail: 010660 Name/Number: 75115674
 FC: 704 \$105.00 CR

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

Enclosed: ~~\$320.00~~ 215^E

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.

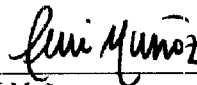


Gary W. Hamilton

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:	
5/29/98	
Date	Terri Muñoz



The State of Texas

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

PH

TRADEMARK
REEL: 1798 FRAME: 0324

1 1 2 3 3 9 0 2 9 7 6

ARTICLE FOUR


The number of shares of the Corporation outstanding at the time of such adoption was 2,501,820 shares of Common Stock and 405,000 shares of Series A Convertible Preferred Stock and the number of shares entitled to vote thereon was 711,820 shares of Common 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 711,820 shares of the Corporation's outstanding Common Stock and 315,000 shares of the Corporation's outstanding Series A Convertible Preferred 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 4 day of February, 1997.



Steven R. Vandegrift
President and Chief Executive Officer

SPRINT_01/0010502.01
02/09/97

1 1 2 3 3 9 0 2 9 1 5

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

FILED
In the Office of the
Secretary of State of Texas
MAR 11 1997
Corporations Section

In pursuant 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 Articles 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:

"D). Cumulative voting of shares is expressly prohibited. Shareholders of the Corporation 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 its entirety.

SPRINT/JCS/0010002.01
02/09/97