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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership

- Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

03/04/1999 DNGUYEN 00000192 75485016

FOR OFFICE USE ONLY

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02 FC:482

40.00 OP  
200.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 1864 FRAME: 0684

**Domestic Representative Name and Address** **RECEIVED**  
Enter for the first Receiving Party only.

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Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address** Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached  
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75485016"/>	<input type="text" value="75501628"/>	<input type="text" value="75485017"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75501602"/>	<input type="text" value="75501627"/>	<input type="text" value="75485018"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75501603"/>	<input type="text" value="75501626"/>	<input type="text" value="75485019"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)  
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Thomas C. Morris 

Name of Person Signing Signature Date Signed

**FILED**  
THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

**CERTIFICATE OF AMENDMENT  
OF ARTICLES OF INCORPORATION OF  
NETIVATION, INC.**

JAN 22 1999  
No. C15354-93  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

We the undersigned President and Secretary of Netivation, Inc. do hereby certify

That the following resolutions were adopted by the Board of Directors by unanimous written consent on January 8, 1999

WHEREAS, it is deemed by the board of directors of this corporation to be in the corporation's best interests and to the best interests of its shareholders that its articles of incorporation be amended as follows

RESOLVED, that Article No. 1 of the Articles of Incorporation of the corporation be amended to read as follows

No. 1

Name

The name of the corporation shall be Netivation.com, Inc

RESOLVED FURTHER, that Article No. 5 of the Articles of Incorporation of the corporation be, and hereby is, amended to read as follows:

No. 5

Capital Stock

The total number of shares of capital stock which the corporation is authorized to issue is Fifty-seven Million (57,000,000). Fifty Million (50,000,000) shares shall be COMMON STOCK, each having a par value of ONE CENT (\$0.01) totaling \$500,000. Seven Million (7,000,000) shares shall be CUMULATIVE PREFERRED STOCK, each having a par value of ONE CENT (\$0.01) totaling \$70,000 with the rights, preferences and privileges described in the form of Preferred Stock Certificate attached hereto as Exhibit A.

The shares of capital stock are issuable in whole shares.

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**EXHIBIT A****CERTIFICATE FOR PREFERRED STOCK****NETIVATION, INC.**

Incorporated under the laws of the State of Nevada

This certifies that \_\_\_\_\_ (the "Holder") is the owner of \_\_\_\_\_ shares of fully paid and nonassessable cumulative 8% convertible preferred stock with a par value of one cent (\$.01) per share (the "Preferred Stock") of NETIVATION, INC. (the "Corporation"), transferable on the books of the Corporation by the Holder in person or by the Holder's duly authorized attorney upon surrender of this Certificate properly endorsed.

The shares of Preferred Stock are entitled to an annual dividend of eight percent (8%) of the original issuance price per share, payable out of the net profits of the Corporation before any dividend is paid upon the common stock of the Corporation. If the net profits in any year are not sufficient to pay this dividend, either in whole or in part, then any unpaid portion of the dividend will become a charge against the net profits of the Corporation, and will be paid in full out of the net profits of the Corporation in subsequent years before any dividends are paid on the common stock of the Corporation in those years. For a period of three (3) years from the date hereof, at the Corporation's option, the Corporation may satisfy any accrued Preferred Stock dividend, or portion thereof, with Preferred Stock in lieu of cash. After three (3) years from the date hereof, if the Corporation has a positive cash flow in sufficient amount to pay accrued Preferred Stock dividends ("Sufficient Positive Cash Flow"), then any accrued Preferred Stock dividend will be payable in cash. If, after three (3) years from the date hereof the Corporation does not have Sufficient Positive Cash Flow, then any accrued Preferred Stock dividend will be payable in Preferred Stock.

The shares of Preferred Stock are not entitled to vote at meetings of the stockholders of the Corporation, and are not entitled to participate in the profits of the Corporation beyond the fixed, preferential annual dividend provided herein.

Each share of Preferred Stock is automatically convertible into one share of fully paid and nonassessable common stock of the Corporation upon the occurrence of either of the following events:

1. The Corporation closes an initial public offering of its common stock; or
2. The majority of the shares of stock of the Corporation entitled to vote are acquired by any one individual or entity or any group of related individuals or entities, whether by purchase, merger, share exchange, or otherwise, including by operation of law

The Holder of Preferred Stock may convert his shares of Preferred Stock into the Corporation's common stock, at any time, at the option of the Holder. To convert shares of Preferred Stock, the Holder of the shares must surrender the certificate or certificates representing the shares to be converted, duly endorsed to the Corporation or in blank, at the principal office of the Corporation, give written notice to the Corporation at that office that the Holder desires to convert the shares. The notice must set forth the

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name, address and taxpayer identification number of the person or persons to whom a certificate or certificates representing the common stock of the Corporation are to be issued.

Shares of Preferred Stock shall be deemed to be converted at the close of business on the date of the surrender to the Corporation of the properly endorsed certificate or certificates representing the shares. Other than the right to receive accrued and unpaid dividends, the rights of the Holders of the Preferred Stock surrendered shall cease at that time, and the person or persons in whose name or names the certificate or certificates for the common stock are to be issued shall be treated for all purposes as having become record owners of the common stock of the Corporation at that time. However, if certificates are surrendered on a day in which the stock transfer books of the Corporation are closed, the surrender shall be deemed to have occurred on the next succeeding day on which the stock transfer books are open.

The Corporation shall at all times reserve and keep available solely for the purpose of issuing upon conversion of Preferred Stock the number of shares of common stock issuable upon conversion of all outstanding Preferred Stock

At the time of conversion, the Corporation shall pay to the Holder of record of any share or shares of Preferred Stock surrendered for conversion any accrued and unpaid dividends on the stock.

The issuance of certificates for shares of common stock upon the conversion of Preferred Stock shall be made without charge for any tax with respect to the issuance. However, if any certificate is to be issued in a name or names other than the name or names of the Holder of record of Preferred Stock converted, the person or persons requesting the issuance shall pay to the Corporation the amount of any tax that may be payable in connection with any transfer involved in the issuance, or shall establish to the satisfaction of the Corporation that the tax has been paid or is not due and payable.

The Corporation shall not be required to issue any fractional shares of common stock upon the conversion of Preferred Stock. If more than one share of Preferred Stock is surrendered for conversion at one time by the same Holder, the number of full shares of common stock that will be issued upon the conversion of Preferred Stock shall be computed on the basis of the aggregate number of shares of Preferred Stock surrendered. If any interest in a fractional share of common stock would otherwise be deliverable upon the conversion of Preferred Stock, the Corporation shall make adjustment for that fractional share interest by payment of an amount in cash equal to the same fraction of the market value at that time of a full share of common stock of the Corporation.

If the Corporation subdivides or combines in a larger or smaller number of shares its outstanding shares of common stock, then the number of shares of common stock issuable upon the conversion of Preferred Stock shall be proportionally increased in the case of a subdivision and decreased in the case of a combination, effective in either case at the close of business on the date that the subdivision or combination becomes effective.

If the Corporation is recapitalized, is consolidated with or merged into any other corporation, or sells or conveys to any other corporation all or substantially all of its property as an entity, provision shall be made as part of the terms of the recapitalization, consolidation, merger, sale, or conveyance so that the Holders of Preferred Stock may receive, in lieu of the common stock otherwise issuable to them upon conversion of Preferred Stock, at the same conversion ratio, the same kind and amount or securities or assets as may be distributable upon the recapitalization, consolidation, merger, sale, or conveyance with respect to the common stock

If the Corporation at any time pays to the Holders of its common stock a dividend in common stock, the number of shares of common stock issuable upon the conversion of Preferred Stock shall be proportionally increased, effective at the close of business on the record date for determination of the holders of the common stock entitled to the dividend.

Except as provided below, if the Corporation at any time pays any dividend or makes any distribution on its common stock in property other than cash or in common stock of the Corporation, then provision shall be made as part of the terms of the dividend or distribution so that the Holders of Preferred Stock surrendered for conversion after the record date for the determination of holders of common stock entitled to the dividend or distribution shall be entitled to receive the same proportionate share of property that they would have been entitled to receive had Preferred Stock been converted immediately prior to the record date.

These adjustments shall be made successively if more than one of these events occurs. However, no adjustment in the conversion ratio of Preferred Stock into common stock shall be made by reason of

- (a) the payment of a cash dividend on the common stock or on any other class of stock of the Corporation;
- (b) the purchase, acquisition, redemption, or retirement by the Corporation of any shares of common stock or of any other class of stock of the Corporation, except as provided above in connection with a subdivision or combination of the outstanding common stock of the Corporation;
- (c) the issuance, other than as provided above, of any shares of common stock, or of any securities of the Corporation convertible into common stock or into other securities of the Corporation, or of any rights, warrants or options to subscribe for or purchase shares of common stock or other securities of the Corporation, or of any other securities of the Corporation, provided that if the Corporation offers any of its securities or any rights, warrants or options to subscribe for or purchase any of its securities to the holders of its common stock, pursuant to any preemptive or preferential rights granted to the holders of common stock by the certificate of incorporation of the Corporation, or pursuant to any similar rights granted by the board of directors of the Corporation, the Corporation shall mail written notice of the offer to the Holders of Preferred Stock at least 20 days prior to the record date for determination of the holders of common stock entitled to receive the offer,
- (d) the offer by the Corporation to redeem or acquire shares of its common stock by paying or exchanging the stock of another corporation, or the carrying out of a transaction contemplated by an offer of this nature; provided that the Corporation shall mail written notice of the offer to the Holders of Preferred Stock at least 20 days prior to the expiration of the offer; or
- (e) the distribution of stock to holders of common stock of the Corporation, if the issuer of the stock distributed is at the time of the distribution engaged in a business that was previously operated as a division or subsidiary by a corporation

acquired by the Corporation and that was distinct from the principal business of the corporation acquired.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or of any reduction in the capital of the Corporation resulting in any distribution of assets to its stockholders, each Holder of Preferred Stock shall be entitled to receive in cash out of the assets of the Corporation, whether from capital or earnings, available for distribution to the stockholders of the Corporation, before any amount is paid to the holders of the common stock, an amount equal to the consideration paid for the Preferred Stock held by the Holder, plus an amount equal to the sum of all accumulated and unpaid dividends to the date fixed for the payment of the distribution on the shares of Preferred Stock held by the Holder.

The purchase or redemption by the Corporation of any class of its stock in any manner permitted by law, the consolidation or merger of the Corporation with or into one or more other corporations, or the sale or transfer by the Corporation of all or substantially all of its assets shall not, for the purposes of determining preferences on liquidation, be deemed to be a liquidation, dissolution or winding up of the Corporation or a reduction of its capital. A dividend or distribution to stockholders from net profits or surplus earned after the date of any reduction in the capital of the Corporation shall not be deemed to be a distribution resulting from the reduction in capital. No Holder of Preferred Stock shall be entitled to receive any amounts in connection with any liquidation, dissolution or winding up of the Corporation other than the amounts provided for in these paragraphs.

In Witness Whereof, the Corporation has caused this Certificate to be signed by its duly authorized officers and sealed with the seal of the Corporation this \_\_\_\_ day of \_\_\_\_\_, 19\_\_.

Corporate Seal  
or Facsimile

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

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