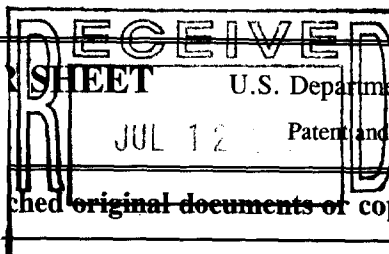


07-16-1999



101093792



checked original documents or copy thereof.

To the Commissioner of Patents

1. Name of conveying party(ies):

E Team, Inc.

- Individual(s)
- General Partnership
- Limited Partnership
- Other: _____
- Corporation-CA
- Association

Additional name(s) of conveying party(ies) attached?
Yes No

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

eteam.com, Inc.

Street Address:
7301 Topanga Canyon Boulevard
Suite 300

City / State:
Canoga Park, CA 91303

- Individual(s)
 - General Partnership
 - Limited Partnership
 - Other: _____
 - Corporation-CA
 - Association
- If Assignee is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be separate document from Assignment.)

Additional name(s) of conveying party(ies) attached?
Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Other: _____
- Security Agreement
- Change of Name

Execution Date: June 22, 1999

4. Trademark Application Number(s) or Registration Number(s):

A. Trademark Application No.(s)
75/373,485 and 75/373,486

B. Registration No.(s)

Additional numbers attached? Yes No

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

Name: **Mary Cohen, Legal Assistant**
Address: **Irell & Manella LLP**
1800 Avenue of the Stars
Suite 900
City: **Los Angeles**
State: **CA**
Zip: **90067**

6. Total no. of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00
 Enclosed
 Authorized to charge to deposit account

8. Deposit account number: **09-0946**

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.

Mary E. Cohen
Name of person signing

Mary E Cohen
Signature

July 8, 1999
Date

Total number pages including cover sheet, attachments, and documents: 3

07/15/1999 DNGUYEN 00000188 090946 75373485

01 FC:481 40.00 CH
02 FC:482 25.00 CH



al

SECRETARY OF STATE

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

That the attached transcript of 1 page(s) has been compared with the record on file in this office, 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 day of

JUN 2 1999



Bill Jones

Secretary of State

CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
E TEAM, INC.

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

JUN 23 1999

BILL JONES, Secretary of State

Matt S. Walton III and Mark E.A. Shelmerdine certify that:

1. They are the President and the Chief Financial Officer, respectively, of E Team, Inc., a California corporation.

2. Article One of the Restated Articles of Incorporation of this corporation is amended to read in full as follows:

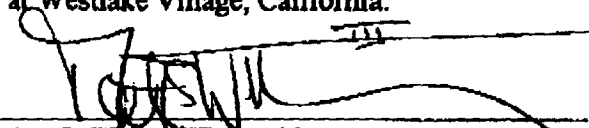
"The name of this corporation is eteam.com, inc."

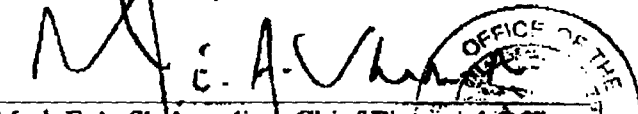
3. The foregoing amendment of the Restated Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The corporation currently has two classes of stock authorized, Common Stock, par value of \$0.01 per share and Series A Preferred Stock, par value of \$0.01 per share. The total number of outstanding shares of Common Stock is 2,070,199 and the total number of outstanding shares of Series A Preferred Stock is 748,724. All of the outstanding Common Stock and Series A Preferred Stock are entitled to vote. The number of shares of Common Stock and of Series A Preferred Stock voting in favor of the foregoing amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the Common Stock and the Series A Preferred Stock, voting together as a single class, and more than 50% of the Series A Preferred Stock, voting as a separate 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 this 22 day of June, 1999, at Westlake Village, California.


Matt S. Walton III, President


Mark E.A. Shelmerdine, Chief Financial Officer



990618 Restated Amendment.doc