

9/13/99

RE

09-15-1999



EET
Y

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Pat.

101145655

attached original document or copy thereof.

1. Name of conveying party(ies):

Management Process Integrators, Inc.

- Individual(s)
- General Partnership
- Corporation - State of Arizona
- Other
- Association
- Limited Partnership

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

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

Name: Pentawave, Inc.

Internal Address: _____

Street Address: 7345 East Acoma Drive,
Suite 305

City: Scottsdale State: AZ ZIP: 85260-3124

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - State of Arizona
- Other _____

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) and address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: February 25, 1999

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

A. Trademark Application No.(s)

75/425,578; 75/503,578;
75/689,940; 75/689,941; 75/689,942

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: SQUIRE, SANDERS & DEMPSEY L.L.P.

Internal Address: Attn: Michael A. Lechter

Street Address: Two Renaissance Square
40 North Central Ave., Suite 2700

City: Phoenix State: AZ ZIP: 85004-4440

6. Total number of applications and registrations involved:

Five

7. Total fee (37 CFR 3.41) \$ 140.00

- Enclosed - check no. 020983 (SSD)
- Deficiency only authorized to be charged to deposit account

8. Deposit account number:

19-3878

(Attach duplicate copy of this page if paying by deposit account)

09/14/1999 NTHA11 00000309 75425578

DO NOT USE THIS SPACE

01 FC:481 40.00 UP
02 FC:482 100.00 UP

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.

David E. Rogers Reg. No. 38,287

Name of Person Signing

Signature

Date

9-9-99

Three

STATE OF ARIZONA
ACC/FAX
DATE FILED

**FOURTH ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MANAGEMENT PROCESS INTEGRATORS, INC.**

FEB 18 1999

DATE APPR 2/18
TERM _____
BY Tom Howard
02505223

Pursuant to the provisions of Section 10-1006, Arizona Revised Statutes, the undersigned corporation adopts the following Fourth Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is changed from Management Process Integrators, Inc. to Pentawave, Inc.

SECOND: Article IV of the Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE IV

The capitalization of the Corporation shall consist of Ten Million (10,000,000) shares of common voting stock without par value and Ten Million (10,000,000) shares of common non voting stock without par value. Shares of the Corporation's common stock may be issued upon such terms and conditions as shall be prescribed by the Board of Directors of the Corporation and may be issued in exchange for cash, services or anything of right or value. The judgement of the Board of Directors as to the value of property or services taken in exchange for stock, as to the determination of cash reserves and operating capital and as of the value of consideration received from time to time for the sale of stock, shall be conclusive in the absence of fraud. The stock of this Corporation shall be fully paid for when issued and shall be forever nonassessable. Each shareholder holding common voting stock in this Corporation shall, at all shareholders' meetings, whether general or special, be entitled to one (1) vote for every share of common voting stock that he shall hold, except as otherwise provided in the Constitution of the State of Arizona.

THIRD: On December 28, 1998, the designation and number of shares of each class or series of securities outstanding at the time of adoption was as follows:

<u>Class or Series</u>	<u>Number of Shares</u>
Common Voting	4,350,943
Common Non-voting	156,250

The number of shares entitled to vote thereon was as follows:

<u>Class or Series</u>	<u>Number of Shares</u>
Common Voting	4,350,943
Common Non-voting	0

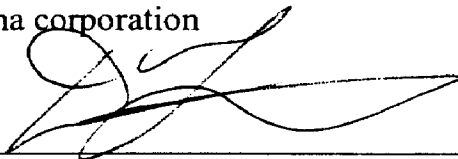
FOURTH: On December 28, 1998, the number of shares of common stock voting in favor of and opposed to such amendment was as follows:

<u>Class or Series</u>	<u>Share in Favor</u>	<u>Shares Opposed</u>	<u>Share Not Voted</u>
Common Voting	3,742,346	663	607,934

The number of votes cast in favor of such amendment is sufficient for approval of the amendment.

MANAGEMENT PROCESS INTERATORS, INC.
An Arizona corporation

BY: _____


David Frenkel, President