

12-01-1999

MKP 11-18-99



101212026

To the Honorable Commissioner of

and original documents or copy thereof

1. Name of conveying party(ies):
SAVESMART, INC.

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

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

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

Name: PRIO, INC.

Internal Address: _____

Street Address: 501 Ellis Street

City Mountain View State CA ZIP 94043-2205

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 8, 1999

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

11-18-1999
 U.S. Patent & TMO/c/TM Mail Rcpt Dt. #64

If assignee is not domiciled in the United States:
 designation is attached: Yes No
 (Designation 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) SEE ATTACHED SCHEDULE

B. Trademark registration No.(s) SEE ATTACHED SCHEDULE

Additional numbers attached? Yes No

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

PENNIE & EDMONDS LLP
 3300 HILLVIEW AVE
 PALO ALTO, CA 94304

Attn: William S. Galliani

File No.: 009827-0002-999

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41):.....\$ 240.00


Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

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

William S. Galliani  Nov. 18, 1999
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 2

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignment
 Washington, D.C. 20231

12/01/1999 TTON11 00000061 161150 75678250

01 FC:481 40.00 CH
 02 FC:482 200.00 CH

Trademarks Schedule

Mark Name	App # App Date	Reg # Reg Date	ITU/Renewal Date	Status	Country
GET REWARDED	75/678,250 APRIL 09, 1999			PENDING APP.	UNITED STATES
PREFERRED SHOPPERS NETWORK	75/498008 JUNE 08, 1998			PENDING APP.	UNITED STATES
PRIC	75/668272 MARCH 26, 1999			PENDING APP.	UNITED STATES
PRIVATE CASH	75/351259 SEPTEMBER 03, 1997		OCTOBER 20, 1999	PENDING APP.	UNITED STATES
SAVE SMART AND DESIGN		2,185,341 SEPTEMBER 01, 1998	SEPTEMBER 01, 2008	REGISTERED	UNITED STATES
SAVE SMART	75/461498 APRIL 02, 1998			PENDING APP.	UNITED STATES
SAVE SMART		2,141,427 MARCH 03, 1998	MARCH 03, 2008	REGISTERED	UNITED STATES
SMARTSAVER	75/316674 JUNE 30, 1997		MARCH 03, 2000	PENDING APP.	UNITED STATES
VALRECAST	75/260394 MARCH 19, 1997		FEBRUARY 24, 2000	PENDING APP.	UNITED STATES

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RECEIVED
OFFICE OF THE
SECRETARY OF STATE
STATE OF CALIFORNIA

APR -9 1999

CLERK, SECRETARY OF STATE

**CERTIFICATE OF AMENDMENT
OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SAVESMART, INC.**

ROBERT PLASCHKE AND STEPHEN N. ROSENFELD, ESQ. certify that:

FIRST: The original name of this corporation is **SAVESMART, INC.**, and the date of filing the original Articles of Incorporation of this corporation with the Secretary of State of the State of California is July 21, 1994.

SECOND: They are the duly elected and acting Vice President and Assistant Secretary, respectively, of **SAVESMART, INC.**, a California corporation (the "Corporation").

THIRD: Article I of the Amended and Restated Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

"The name of the corporation is **PRIO, INC.** (the "Corporation")."

FOURTH: The foregoing amendment to the Corporation's Amended and Restated Articles of Incorporation has been duly approved by the Corporation's Board of Directors.

FIFTH: The foregoing amendment of the Corporation's Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 5,293,481 shares of Common Stock, 1,500,000 shares of Series A Preferred Stock, 3,150,000 shares of Series B Preferred Stock, 1,141,110 shares of Series C Preferred Stock, 2,145,631 shares of Series D Preferred Stock, 2,962,966 shares of Series E Preferred Stock and 5,813,958 shares of Series F Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock and Preferred Stock, voting together as a single 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 Palo Alto, California, on April 9, 1999.


Robert Plaschke, Vice President


Stephen N. Rosenfield, Assistant Secretary



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