

05-10-2000

SHEET

U.S. Department of Commerce  
Patent and Trademark Office

*MNO*  
*4-27-00*



101352042

To the Honorable Commissioner of

ie attached original documents or copy thereof.

1. Name of conveying party(ies):  
  
Panoptic Business Networks, Inc.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation - Delaware  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
  
Name: Surebridge, Inc.  
  
Address: 96 Sherman Street  
Cambridge, Massachusetts  
02140

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation - Delaware \_\_\_\_\_  
 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) & address(es) attached?  Yes  No

3. Nature of conveyance:  
  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: October 29, 1999

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
75/828203

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:  
  
Name: Charles E. Weinstein, Esq.  
  
Internal Address: Foley Hoag & Eliot LLP  
  
Street Address: One Post Office Square  
  
City: Boston State: MA ZIP: 02109

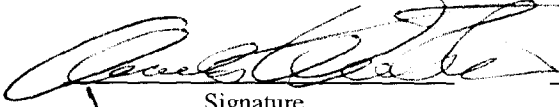
6. Total number of applications and registrations involved: ..... 1

7. Total fee (37 CFR 3.41):.....\$40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
  
06-1446  
  
(Attach duplicate copy of this page if paying by deposit account)

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.*

Charles E. Weinstein, Esq.                                            April 24, 2000  
Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet: ..... 1

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Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PANOPTIC BUSINESS NETWORKS, INC.", CHANGING ITS NAME FROM "PANOPTIC BUSINESS NETWORKS, INC." TO "SUREBRIDGE, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 1999, AT 4 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

3048828 8100

001204304

AUTHENTICATION: 0395027

DATE: 04-21-00

TRADEMARK  
REEL: 002069 FRAME: 0443

10-29-99

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
PANOPTIC BUSINESS NETWORKS, INC.

Panoptic Business Networks, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That at a Meeting of the Directors of the Corporation, resolutions were duly adopted proposing and declaring advisable that the Certificate of Incorporation of the Corporation be amended and that such amendment be submitted to the sole stockholder of the Corporation for its consideration, as follows:

RESOLVED: It is hereby declared advisable that the Certificate of Incorporation of the Corporation be, and it hereby is, amended by deleting in its entirety Article FIRST and inserting a new Article FIRST to read as follows in its entirety:

FIRST: The name of the corporation is Surebridge, Inc. (the "Corporation")."

RESOLVED: That the aforesaid proposed amendment be submitted to the stockholders of the Corporation for their consideration.

RESOLVED: That following the approval by the stockholders of the aforesaid proposed amendment as required by law, the officers of the Corporation be, and they hereby are, and each of them acting singly hereby is, authorized and directed (i) to prepare, execute and file with the Secretary of State of the State of Delaware a Certificate of Amendment setting forth the aforesaid amendment in the form approved by the stockholders and (ii) to take any and all other actions necessary, desirable or convenient to give effect the aforesaid amendment or otherwise to carry out the purposes of the foregoing Resolutions.

SECOND: That in lieu of a meeting and vote of the stockholders, the stockholders have given written consent to said amendment in accordance with Section 228 of the General Corporation Law of the State of Delaware.


THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware.

BUSNET[1].WPD

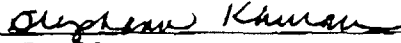
TRADEMARK  
REEL: 002069 FRAME: 0444

IN WITNESS WHEREOF, said Panoptic Business Networks, Inc. has caused this certificate to be signed by Pradeep Khurana, its Co-President, and attested by Stephanie Khurana, its Co-President, this ~~29th~~ day of October, 1999.

PANOPTIC BUSINESS NETWORKS, INC.

By:   
\_\_\_\_\_   
Co-President

ATTEST:

By:   
\_\_\_\_\_   
Co-President