

07-27-2000

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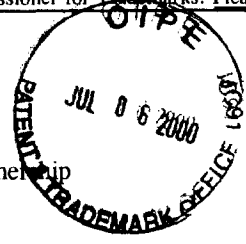
Form PTO-1595
1-31-92

101414709
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office

To the Assistant Commissioner for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)
Teligear.com
 Individual(s) Association
 Gen'l Partnership Ltd. Partnership
 Corporation-Delaware
 Other _____
Add'l name(s) of conveying party(ies) attached? Yes No



2. Name and address of receiving party(ies):
Name: TeliSmart.com, Inc.
Internal Address: Suite 500
Street Address: 5100 Southwest Macadam Avenue
City: Portland State: Oregon Zip: 97201
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of name
 Other _____
Execution Date: May 12, 2000

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

4. Application number(s) or registration no(s):
A. TM Appln No.(s) 76/038,460 | B. TM Reg. No.(s)
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Swidler Berlin Shereff Friedman, L.L.P.
Internal Address: Suite 300
Street Address: 3000 K Street, N.W.
City: Washington State: D.C. Zip: 20007

6. Total no. of applns and regs. involved
7. Total fee (37 CFR 3.41).....\$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account No: 19-5127
(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.

John P. Moran John P. Moran July 5, 2000
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion
Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELISMART.COM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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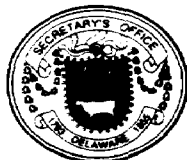
AUTHENTICATION: 0442687
DATE: 05-17-00

TRADEMARK
REEL: 002109 FRAME: 0676

Office of the Secretary of State

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 "TELIGEAR.COM, INC.", CHANGING ITS NAME FROM "TELIGEAR.COM, INC." TO "TELISMART.COM, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MAY, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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001249949

AUTHENTICATION: 0442391

DATE: 05-17-00

TRADEMARK
REEL: 002109 FRAME: 0677

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

TeliGear.com, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of TeliGear.com, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is TeliSmart.com, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of 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 Sections 242 and 228 of the General Corporation Law of the State of Delaware.

(DEL. - 387 - 6/21/95)

IN WITNESS WHEREOF, said TeliGear.com, Inc. has caused this certificate to be signed by Michael Anderson, its President, this 6th day of May, 2000.

TELIGEAR.COM, INC.

By: 
Michael Anderson, President

7062405.1

(DEL. - 387 - 6/21/95)