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Form PTO-1595  
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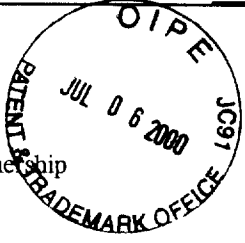
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U.S. Department of Commerce  
Patent and Trademark Office

To the Assistant Co.

... 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) 76/013,527

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  
Name of Person Signing

John P. Moran  
Signature

July 5, 2000  
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:

07/20/2000 HTHAI1 00000266 76013527

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

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TRADEMARK  
REEL: 002110 FRAME: 0889

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 "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 cursive script, reading "Edward J. Freel".

---

Edward J. Freel, Secretary of State

2996056 8300

001250190

AUTHENTICATION: 0442687

DATE: 05-17-00

TRADEMARK  
REEL: 002110 FRAME: 0890

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 "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.



2996056 8100

001249949

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

---

Edward J. Freel, Secretary of State

AUTHENTICATION:

0442391

DATE:

05-17-00

TRADEMARK  
REEL: 002110 FRAME: 0891

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 16th day of May, 2000.

TELIGEAR.COM, INC.

By:   
Michael Anderson, President

7062405.1

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