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

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

<p>1. Name of conveying party(ies) Teligear.com</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> Gen'l Partnership <input type="checkbox"/> Ltd. Partnership <input checked="" type="checkbox"/> Corporation-Delaware <input type="checkbox"/> Other _____</p> <p>Add'l name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>TeliSmart.com, Inc.</u> Internal Address: <u>Suite 500</u> Street Address: <u>5100 Southwest Macadam Avenue</u> City: <u>Portland</u> State: <u>Oregon</u> Zip: <u>97201</u></p> <p><input type="checkbox"/> Individual(s) citizenship ___ <input type="checkbox"/> Association ___ <input type="checkbox"/> General Partnership ___ <input type="checkbox"/> Limited Partnership ___ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other ___</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>May 12, 2000</u></p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>4. Application number(s) or registration no(s):</p> <p>A. TM Appln No.(s) <u>76/026,525</u> B. TM Reg. No.(s) _____</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Swidler Berlin Shereff Friedman, L.L.P.</u> Internal Address: <u>Suite 300</u> Street Address: <u>3000 K Street, N.W.</u> City: <u>Washington</u> State: <u>D.C.</u> Zip: <u>20007</u></p>	<p>6. Total no. of applns and regs. involved <input type="checkbox"/></p> <p>7. Total fee (37 CFR 3.41).....<u>\$40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit Account No: <u>19-5127</u> (Attach duplicate copy of this page if paying by deposit account)</p>
<p>DO NOT USE THIS SPACE</p>	
<p>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.</p> <p><u>John P. Moran</u> <u>John P. Moran</u> <u>July 5 2000</u> Name of Person Signing Signature Date</p> <p style="text-align: right;">Total number of pages comprising cover sheet: <u>51</u></p>	
<p>OMB No. 0651-0011 (exp. 4/94)</p> <p style="text-align: center;">Do not detach this portion Mail documents to be recorded with required cover sheet information to:</p> <p style="text-align: center;">Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231</p> <p>07/26/2000 NTHA11 00000263 76026525 01 FC:481 40.00 OP</p> <p>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.</p>	

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 cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0442687

DATE: 05-17-00

TRADEMARK
REEL: 002111 FRAME: 0222

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.



2996056 8100

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

Edward J. Freel, Secretary of State

AUTHENTICATION:

0442391

DATE:

05-17-00

TRADEMARK
REEL: 002111 FRAME: 0223

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 0th day of May, 2000.

TELIGEAR.COM, INC.

By 
Michael Anderson, President

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