

08-29-2000

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

RECORD/ TRU



U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

101445038

Tab settings

7:31:00

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Fairview Partners Holdings, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: 3/16/00

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

Name: Epoch Partners, Inc.

Internal Address:

Street Address: 151 Union Street

City: San Francisco State: CA ZIP: 94111

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State 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

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/918,780 EPOCH
75/918,788 EPOCH PARTNERS

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Andrew P. Bridges

Internal Address: Wilson Sonsini Goodrich & Rosati

Street Address: 650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

23-2415 Attn: 25522-900

(Attach duplicate copy of this page if paying by deposit account)

08/29/2000 MTHA11 00000186 75918780

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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.

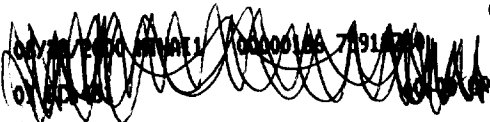
John L. Slafsky
Name of Person Signing

Signature

7/28/00
Date

Total number of pages including cover sheet, attachments, and document: 4

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



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 RESTATED CERTIFICATE OF "FAIRVIEW PARTNERS HOLDINGS, INC.", CHANGING ITS NAME FROM "FAIRVIEW PARTNERS HOLDINGS, INC." TO "EPOCH PARTNERS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MARCH, A.D. 2000, AT 3 O'CLOCK P.M.

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



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

Edward J. Freel, Secretary of State

3126875 8100

001134108

AUTHENTICATION: 0320747

DATE: 03-16-00

TRADEMARK
REEL: 002126 FRAME: 0251

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
FAIRVIEW PARTNERS HOLDINGS, INC.**

Fairview Partners Holdings, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware and originally incorporated in Delaware on November 19, 1999 (the "Corporation"), does hereby certify that:

FIRST: The Amended and Restated Certificate of Incorporation of the Corporation, in the form attached hereto as Exhibit A, has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware by the Board of Directors of the Corporation as of March 14, 2000.

SECOND: The Amended and Restated Certificate of Incorporation of the Corporation, in the form attached hereto as Exhibit A, has been duly approved in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware by the written consent of the stockholders of the Corporation as of March 14, 2000.

THIRD: The Amended and Restated Certificate of Incorporation so adopted reads in full as set forth in Exhibit A attached hereto and incorporated herein by reference.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed and attested by its duly authorized officer this 14th day of March, 2000.

FAIRVIEW PARTNERS HOLDINGS, INC.

By: _____

Name: Scott Ryles

Title: Chief Executive Officer

EXHIBIT A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
EPOCH PARTNERS, INC.**

ARTICLE I

The name of this Corporation is Epoch Partners, Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

A. Classes of Stock. The Corporation is authorized to issue two classes of capital stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of capital stock authorized to be issued is 62,794,667 shares, of which 33,333,333 shares shall be Common Stock, par value \$0.0001 per share, and 29,461,334 shares shall be Preferred Stock, par value \$0.01 per share, of which 20,000,000 shall be designated as Series A Preferred Stock (the "Series A Preferred"), 2,490,333 shall be designated as Series B-1 Non-Voting Preferred Stock (the "Series B-1 Preferred") and 6,971,001 shall be designated as Series B-2 Non-Voting Preferred Stock (the "Series B-2 Preferred"). The Series B-1 Preferred and the Series B-2 Preferred are collectively referred to as the "Series B Preferred".

B. Rights, Preferences and Restrictions of Preferred Stock.

1. Dividends.

(a) The holders of the Series A Preferred and Series B Preferred shall be entitled to receive cash dividends at the rate of \$0.06 per share per annum (as adjusted for any stock dividends, combinations or splits with respect to such shares), payable out of any assets legally available therefor. Such dividends shall be payable only when, as and if declared by the board of directors and shall not be cumulative.



July 28, 2000

BY U.S. MAIL

BOX ASSIGNMENT BRANCH - FEE
Commissioner of Patents & Trademarks
Washington, D.C. 20231

Re: REQUEST FOR RECORDATION OF APPLICANT NAME CHANGE

Mark: EPOCH
Appl. No.: 75/918,780
Filing Date: February 14, 2000
Prior Name: Fairview Partners Holding, Inc.
Current Name: Epoch Partners, Inc.
Attorney Docket No.: 25522-TM1003

Mark: EPOCH PARTNERS
Appl. No.: 75/918,788
Filing Date: February 14, 2000
Prior Name: Fairview Partners Holding, Inc.
Current Name: Epoch Partners, Inc.
Attorney Docket No.: 25522-TM1004

Dear Commissioner:

Enclosed for immediate filing is a duly executed Recordation Form Cover Sheet to record the name change of applicant Fairview Partners Holding, Inc. to Epoch Partners, Inc., as well as a copy of the Amended Articles of the corporation.

Also, enclosed is a check made payable to the "Commissioner of Patents and Trademarks" in the amount of \$65.00 for the recording of this Name Change. The Commissioner is authorized to charge any additional fees which may be required, including extension fees, or credit any overpayment to Deposit Account No. 23-2415 ATTN: 25522-900. A copy of this cover letter is enclosed for accounting purposes.

CERTIFICATE OF MAILING
UNDER 37 C.F.R. §1.8(a)

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the BOX ASSIGNMENT BRANCH - FEE, Commissioner of Patents & Trademarks, Washington, D.C. 20231, on:

CAROL R. ZELGA
Print Name

JULY 28, 2000
Date of Deposit

Signature

JULY 28, 2000
Date

BOX ASSIGNMENT BRANCH - FEE

July 28, 2000

Page 2

Furthermore, please update the applicant's file to show the applicant's current address as follows:

**Epoch Partners, Inc.
151 Union Street
San Francisco, CA 94111**

Please return the Name Change recordation papers with the stamped reel and frame numbers to us as shown below and please take note that all correspondence regarding the recordation of Name Change, address change, and/or the related application should be directed to the applicant's attorneys as shown:

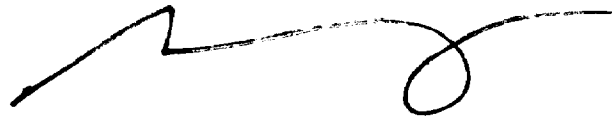
**Andrew P. Bridges
John L. Slafsky
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
Telephone: (650) 493-9300
Facsimile: (650) 493-6811**

I would appreciate your acknowledging receipt of the enclosed Recordation Form Cover Sheet, copy of the Amended Articles, address change information and check in the amount of \$65.00 for filing fees by stamping the enclosed post card with the date received and returning it to me.

Thank you for your attention to this matter.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation



M. Tally George
Senior Paralegal

Enclosures

cc: Andrew P. Bridges (w/encls.)
John L. Slafsky (w/o encls.)



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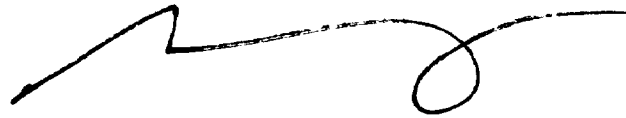
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Senior Paralegal

Enclosures

cc: Andrew P. Bridges (w/encls.)
John L. Slafsky (w/o encls.)