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U.S. DEPARTMENT OF

Patent & Trademark Office

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To the Honorable Commissioner of Patents and T

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

WEBPROJECT, INC.

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

Name: NOVIENT, INC.

Address: 3525 Piedmont Rd. #500 Bldg. 7

City Atlanta State Georgia ZIP 30305

Individual  
General Partnership

Association  
Limited Partnership

Corporation-State Georgia  
Other \_\_\_\_\_

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

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

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other: Consent of Sole Director

Execution Date: March 29, 2000

Corporation-State Georgia  
Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative

designation is attached Yes  No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes  No

4(a). Trademark Application No.(s):

4(b). Trademark Registration No: 2,305,864

Additional numbers attached Yes  No

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

Name Jon M. Jurgovan, Esq.

Address: MORRIS, MANNING & MARTIN, LLP  
1600 Atlanta Financial Center  
3343 Peachtree Road, N.E.  
Atlanta, Georgia 30326

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) enclosed: \$ 40.00

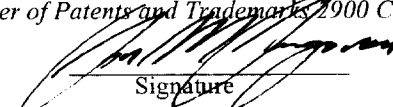
**DO NOT USE THIS SPACE**

8. 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*

*I certify that this correspondence is being deposited with the United States Postal Service as express mail in an envelope addressed to: Commissioner of Patents and Trademarks 2900 Crystal Drive, Arlington, VA 22202 on 8/18/00.*

Jon M. Jurgovan  
Name of Person Signing

  
Signature

August 18, 2000  
Date

Attorney Docket No: 8699-24231

Total number of pages including cover sheet: 3

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks  
Box Assignments  
2900 Crystal Drive, Arlington, VA 22202

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**TRADEMARK**  
**REEL: 002138 FRAME: 0018**

**CONSENT OF THE SOLE DIRECTOR  
OF WEBPROJECT, INCORPORATED  
IN LIEU OF ORGANIZATION MEETING**

The undersigned, being the sole director of WebProject, Incorporated, a Georgia corporation (the "Corporation"), waives notice of the time and place of the organization meeting of the sole director and, pursuant to O.C.G.A. § 14-2-821, adopts the following actions:

1. The actions taken on behalf of the Corporation by the incorporator are ratified and approved.
2. The attached Articles of Incorporation of the Corporation certified by the Secretary of State of Georgia are accepted, ratified and approved.
3. Bylaws of even date herewith are adopted as the Bylaws of the Corporation.
4. The attached form of Stock Certificate is adopted as the stock certificate of the Corporation.
5. The following persons are elected to serve at the pleasure of the sole director as corporate officers in the capacities set out below:

Halsey Wise – President  
David Keil – Secretary

6. The President and the Treasurer of the Corporation are each authorized:
  - (a) to designate such bank or banks as depositories (the "Depository" or "Depositories") for the funds of the Corporation as either of them may deem necessary or advisable;
  - (b) to open, keep, and close general and special bank accounts (the "Accounts") and safe deposit boxes with any Depository;
  - (c) to cause to be deposited in the Accounts from time to time such funds of the Corporation as such officer may deem necessary or advisable;
  - (d) to designate from time to time officers and agents of the Corporation authorized to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Corporation against the Accounts; and
  - (e) to make such general and special rules and regulations with respect to the Accounts (including, without limitation, authorization for use of facsimile signatures) as such officer may deem necessary or advisable.

If any Depository requires a prescribed form or forms of resolutions relating to the Accounts or to any application, statement, instrument, or other documents connected with the

Accounts, the resolutions contained in any such prescribed form will be deemed to be adopted by the Board of Directors, and the Secretary or any Assistant Secretary, if there is one, of the Corporation is authorized to certify the adoption of any such resolution as though it were presented to the Board of Directors at the same time as this written consent, and to insert all such resolutions in the minute book of the Corporation.

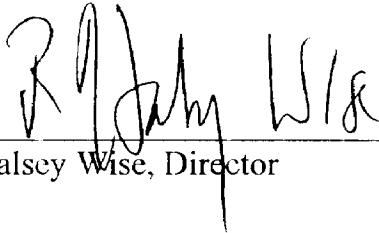
7. The fiscal year of the Corporation shall end on December 31 of each year.

8. The subscription of the following named subscriber for common stock of the Corporation in the amount and at the price set opposite its name is accepted on behalf of the Corporation:

<u>Subscriber's Name</u>	<u>Shares Subscribed</u>	<u>Subscription Price</u>
Novient, Inc.	10,000	\$10.00

The Secretary of the Corporation shall issue a stock certificate to the above-named subscriber when and as the subscription price for such shares is received.

IN WITNESS WHEREOF, the undersigned has executed this consent as of the 24<sup>th</sup> day of March, 2000.

  
\_\_\_\_\_  
Halsey Wise, Director

SEE REVERSE SIDE FOR TRANSFER RESTRICTIONS.

NUMBER 00

SHARES 000



# WEBPROJECT INCORPORATED

INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA

AUTHORIZED 10,000 SHARES COMMON STOCK  
\$0.001 PAR VALUE

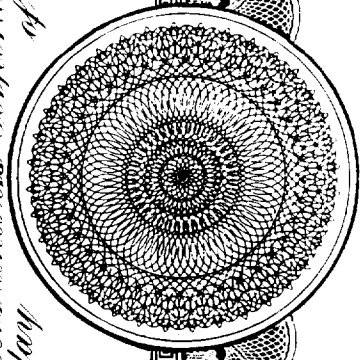
This Certificate is that  
registered holder of

SPECIMEN  
is the  
Shares

of the above corporation, which are fully paid and non-assessable and

transferable only on the books of the Corporation, by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed  
This \_\_\_\_\_ day of \_\_\_\_\_ A.D.



Secretary

President

TRADEMARK

REEL: 002138 FRAME: 0021

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT, OR ANY CHANGE WHATSOEVER.

For value received, \_\_\_\_\_ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

[Empty box for Social Security or other identifying number]

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

Shares represented by the within Certificate, and do hereby irrevocably constitute and appoint \_\_\_\_\_

Attorney to transfer the said shares on the books of the within-named Corpora- tion with full power of substitution in the premises.

Dated, \_\_\_\_\_

In presence of \_\_\_\_\_

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations.  
TEN COM — as tenants in common  
TEN ENT — as tenants by the entireties  
JT TEN — as joint tenants with right of survivorship and not as tenants in common  
UNIF GIFT MIN ACT—Custodian (Minor) (Cust) under Uniform Gifts to Minors Act (State)  
Additional abbreviations may also be used though not in the above list.