



09-18-2000

U.S. DEPARTMENT OF

RE



Patent & Trademark Office

08-18-2000

U.S. Patent & TMOs/TM Mail Rpt Dt. #70

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To the Honorable Commissioner of Patents and Trademarks. 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: Subscription & Investment Agreement

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)

Execution Date: **March 29, 2000**

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: **5**

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

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

09/15/2000 DNGUYEN 00000282 2305864

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SUBSCRIPTION AND INVESTMENT LETTER AGREEMENT

March 29, 2000

WebProject, Incorporated
Building 7, Suite 500
3525 Piedmont Road
Atlanta, Georgia 30305

Gentlemen:

The undersigned subscribes for and agrees to purchase, in the amount and for the consideration indicated below, shares of the \$0.001 par value per share common stock (the "Shares") in a new corporation being organized under the laws of the State of Georgia as WebProject, Incorporated (the "Company").

The purchase price shall be paid in cash upon demand by the Company when the Company shall have been organized and this subscription offer accepted.

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

By execution hereof, the undersigned covenants and agrees with you as follows:

1. In consideration of the sale to the undersigned of the Shares, the undersigned represents, covenants and warrants that the aforementioned Shares are being acquired by the undersigned for investment for the undersigned's own account and not with a view to, or for resale in connection with, any transfer or distribution of such Shares; and covenants that the undersigned will only resell such Shares either pursuant to a valid registration statement under the Securities Act of 1933, as amended, or any applicable state securities laws (the "Securities Laws") or without registration in an exempt transaction or transactions that permit such resales without registration under the Securities Laws.

2. The undersigned acknowledges being informed by the Company that the Shares being transferred to the undersigned have not been registered under the Securities Laws, by reason of special exemptions under the provisions of those laws which, in part, depend upon the non-distributive intent of the undersigned. In this connection, the undersigned understands that such securities may have to be held indefinitely unless they are subsequently registered under such laws or an exemption from such registration is available.

3. The undersigned consents that any transfer of the Shares referred to out of the undersigned's name shall be made only upon receipt by the Company of an opinion of counsel retained by the undersigned, which is satisfactory to the Company, to the effect that any offer or sale or proposed transfer is exempt from registration, and will not result in any violation of the Securities Act of 1933, as amended, the Securities and Exchange Act of 1934, as amended, the Georgia Securities Act of 1973, as amended, or any other applicable state securities laws; or is

pursuant to an effective registration statement covering the Shares the undersigned proposes to offer or sell.

4. The undersigned agrees that stop-transfer instructions may be placed upon the transfer records of the Company, and that each certificate for stock issued now or hereafter to the undersigned pursuant to this Subscription and Investment Letter Agreement shall be stamped or otherwise imprinted with a legend in substantially the following form:

THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR UNDER THE PROVISIONS OF ANY APPLICABLE STATE SECURITIES LAWS, BUT HAVE BEEN ACQUIRED BY THE REGISTERED HOLDER HEREOF FOR PURPOSES OF INVESTMENT AND IN RELIANCE ON STATUTORY EXEMPTIONS UNDER THE SECURITIES ACT, AND STATUTORY EXEMPTIONS UNDER APPLICABLE STATE SECURITIES LAWS, INCLUDING THE EXEMPTION PROVIDED BY SECTION 10-5-9(13) OF THE GEORGIA SECURITIES ACT OF 1973, AS AMENDED. THESE SECURITIES MAY NOT BE SOLD, PLEDGED, TRANSFERRED OR ASSIGNED, EXCEPT IN A TRANSACTION WHICH IS EXEMPT FROM REGISTRATION UNDER PROVISIONS OF THE SECURITIES ACT AND ANY APPLICABLE STATE SECURITIES LAWS OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT THEREUNDER; AND IN THE CASE OF AN EXEMPTION, ONLY IF THE CORPORATION HAS RECEIVED AN OPINION OF COUNSEL SATISFACTORY TO THE CORPORATION THAT SUCH TRANSACTION DOES NOT REQUIRE REGISTRATION OF ANY SUCH SECURITIES.

5. The undersigned acknowledges and agrees that the undersigned shall not have rights as a subscriber for shares of the Company unless and until this Subscription and Investment Letter Agreement has been accepted by the Company by execution below, which acceptance shall be in the sole discretion of the Company.

6. This Subscription and Investment Letter Agreement shall be binding upon the successors, assigns and legal representatives of the undersigned and shall inure to the benefit of the Company, its successors and assigns.

7. This Subscription and Investment Letter Agreement shall be governed by and construed in accordance with the laws of the State of Georgia.

Very truly yours,

NOVIENT, INC.

By: R. Halsey Wise
Halsey Wise, President

The foregoing Subscription and Investment Letter Agreement is accepted as of the date first above written.

WEBPROJECT, INCORPORATED

By: R. Halsey Wise
Halsey Wise, President

SEE REVERSE SIDE FOR TRANSFER RESTRICTIONS.

NUMBER 0

SHARES 10,000



WEB PROJECTION CORPORATION

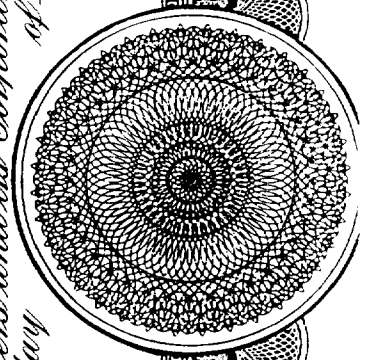
INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA

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

This Certifies that
registered holders
Novient, Inc.
is the
Shares
Ten Thousand (10,000)

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 29th day of March A.D. 2000



[Signature]
Secretary

[Signature]
President

TRADEMARK

REEL: 002138 FRAME: 0038

THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR UNDER THE PROVISIONS OF ANY APPLICABLE STATE SECURITIES LAWS, BUT HAVE BEEN ACQUIRED BY THE REGISTERED HOLDER HEREOF FOR PURPOSES OF INVESTMENT AND IN RELIANCE ON STATUTORY EXEMPTIONS UNDER THE SECURITIES ACT, AND STATUTORY EXEMPTIONS UNDER APPLICABLE STATE SECURITIES LAWS, INCLUDING THE EXEMPTION PROVIDED BY SECTION 10-5-9(13) OF THE GEORGIA SECURITIES ACT OF 1973, AS AMENDED. THESE SECURITIES MAY NOT BE SOLD, PLEDGED, TRANSFERRED OR ASSIGNED, EXCEPT IN A TRANSACTION WHICH IS EXEMPT FROM REGISTRATION UNDER PROVISIONS OF THE SECURITIES ACT AND ANY APPLICABLE STATE SECURITIES LAWS OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT THEREUNDER; AND IN THE CASE OF AN EXEMPTION, ONLY IF THE CORPORATION HAS RECEIVED AN OPINION OF COUNSEL SATISFACTORY TO THE CORPORATION THAT SUCH TRANSACTION DOES NOT REQUIRE REGISTRATION OF ANY SUCH SECURITIES.

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	UNIF GIFT MIN ACT—Custodian.....
TEN ENT	— as tenants by the entireties		(Cust) (Minor)
JT TEN	— as joint tenants with right of survivorship and not as tenants in common		under Uniform Gifts to Minors Act.....
			(State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ *hereby sell, assign and transfer unto*

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

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 Corporation with full power of substitution in the premises.

Dated, _____

In presence of _____

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.

**CONSENT OF THE SOLE SHAREHOLDER
OF WEBPROJECT, INCORPORATED**

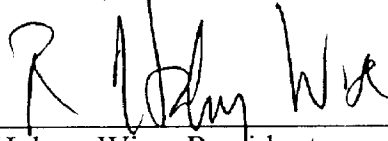
The undersigned, being the sole shareholder of WebProject Incorporated (the "Corporation"), pursuant to O.C.G.A. § 14-2-704, consents to the adoption of, and adopts, the following actions:

1. The actions taken on behalf of the Corporation by the incorporator and the directors are ratified and approved.
2. Without limiting the generality of the foregoing, the Bylaws adopted by the directors as the Bylaws of the Corporation are ratified and approved.
3. The Corporation shall have one (1) director.
4. The following person is elected to serve as the sole director of the Corporation until such person's successor is duly elected and qualified, or until the earlier of such person's death, resignation or removal:

Halsey Wise

IN WITNESS WHEREOF, the undersigned has executed this consent as of the 29th day of March, 2000.

NOVIENT, INC.

By: 
Halsey Wise, President