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TO THE ASSISTANT COMMISSIONER OF PATENTS AND TRADEMARKS

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Who? Vision Systems, Inc.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State of Delaware
- Other:

Additional name(s) of conveying party(ies) attached?

Yes No

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

Name: Ethentica, Inc.
Street Address: 100 North Pointe Drive
City: Lake Forest **State:** CA **ZIP:** 92630

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State of 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) and address(es) attached?

Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: June 26, 2000

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

- a. Trademark Application No(s):
75/399,617
75/775,899
- 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: Marguerite L. Gunn
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660
Attorney's Docket No.: WHOVIS.031T/032T

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved:
2

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.

Marguerite L. Gunn
Name of Person Signing

Signature

8/23/00
Date

Total number of pages including cover sheet, attachments and document: 3

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

09/21/2000 6TON11 00000060 75399617
01 FC:481 40.00 00
02 FC:482 25.00 00

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

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State of Delaware
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 "WHO? VISION SYSTEMS, INC.", CHANGING ITS NAME FROM "WHO? VISION SYSTEMS, INC." TO "ETHENTICA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2000, AT 1:30 O'CLOCK P.M.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0610676

DATE: 08-09-00

TRADEMARK
REEL: 002144 FRAME: 0075

**CERTIFICATE OF AMENDMENT
to the
CERTIFICATE OF INCORPORATION
Of
WHO? VISION SYSTEMS, INC.**

Who? Vision Systems, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

FIRST: That by written consent of the board of directors dated June 11, 2000 a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable and calling for consideration of said proposed amendment by the stockholders of the Company entitled to vote. The resolution setting forth the amendment is as follows;

RESOLVED, that the Certificate of Incorporation of this Company be amended by changing Article I thereof so that, as amended, said Article shall be and read as follows:

ARTICLE I. The name of the corporation is Ethentica, Inc.

SECOND: That, pursuant to the resolution of the board of directors, the proposed amendment was approved by a majority of the stockholders of the Company entitled to vote by written consent dated June 26, 2000.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed on this 26th, day of June, 2000

WHO? VISION SYSTEMS, INC.

By: /s/ John Van Zandt
John Van Zandt, Vice President

f:\partners\whovision\charter-corporate\cert of amendment name change

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:30 PM 06/26/2000
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