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FORM PTO-1618A
Expires 6/30/99
OMB 0651-0027



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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # []
- Correction of PTO Error
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Conveyance Type

- Assignment License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
[]
- Change of Name
- Other []

Conveying Party

Mark if additional names of receiving parties attached

Name e-Skolar, Inc.

Execution Date
Month Day Year
[October 12, 2000]

Formerly []

- Individual General Partnership Limited Partnership Corporation Association
- Other []
- Citizenship [United States]

Receiving Party

Mark if additional names of receiving parties attached

Name Skolar, Inc.

DBA/AKA/TA []

Composed of []

Address (line 1) 851 Welch Road, Room 144

Address (line 2) Palo Alto, California 94304

Address (line 3) []

- Individual General Partnership Limited Partnership Corporation Association
- Other []
- State of Incorporation Delaware
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (*Designation must be a separate document from Assignment*).

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter the first Receiving Party Only

Name []

Address (line 1) []

Address (line 2) []

Address (line 3) []

Address (line 4) []

Correspondence Name and Address

Area Code and Telephone Number 650-833-2170

Name Allyn Taylor, Esq.

Address (line 1) Gray Cary Ware & Freidenrich LLP

Address (line 2) 400 Hamilton Avenue

Address (line 3) Palo Alto, CA 94301-1825

Address (line 4) []

Pages Enter the total number of pages of the attached conveyance document including any attachments

7

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)	Registration Number(s)
[76/080581] [76/080580] [76/080579] [76/080578] [76/080577]	
[] [] [] [] []	
[] [] [] [] [] [] []	

Number of Properties

Enter the total amount of properties involved. 5

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$145.00

Method of Payment: Enclosed Deposit Account x

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: 07-1907

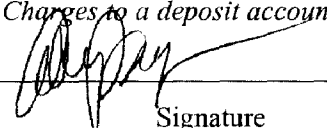
Authorization to charge additional fees: Yes No

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. Charges to a deposit account are authorized, as indicated herein.

Allyn Taylor, Esq.

Name of Person Signing


Signature

October 25, 2000

Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

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 "E-SKOLAR, INC.", CHANGING ITS NAME FROM "E-SKOLAR, INC." TO "SKOLAR, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

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



Edward J. Freel, Secretary of State

3129096 8100

AUTHENTICATION: 0732304

001516310

DATE: 10-13-00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/12/2000
001516310 - 3129096

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
e-SKOLAR, INC.**

e-SKOLAR, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: That the Board of Directors of the Corporation adopted the following resolution:

Resolved, that the Amended and Restated Certificate of Incorporation of this corporation be amended by altering the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

"1. The name of this corporation is SKOLAR, Inc."

Resolved, that the Amended and Restated Certificate of Incorporation of this Corporation be amended by altering the Article thereof numbered "4.1" so that, as amended, said Article shall be and read as follows:

"4.1 Capitalization.

The total number of shares of all classes of stock that the Corporation shall have the authority to issue is Twenty-two Million Two Hundred Thousand (22,200,000) shares, which shall consist of three classes of stock, namely 20,000,000 shares of Common Stock, \$0.001 par value (the "Common Stock"), 450,000 shares of Class A Convertible Preferred Stock, \$0.01 par value and 1,750,000 shares of Class B Convertible Preferred Stock, \$0.01 par value. The Class A Convertible Preferred Stock (the "Class A Preferred Stock"), and the Class B Convertible Preferred Stock (the "Class B Preferred Stock") are sometimes referred to herein as the "Preferred Stock." The Class B Preferred Stock shall be initially issued in two Series, the Series 1 Class B Preferred Stock and the Series 2 Class B Preferred Stock. The Series 1 Class B Preferred Stock shall consist of 1,200,000 shares, and the Series 2 Class B Preferred Stock shall consist of 550,000 shares."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a majority of the stockholders of said corporation entitled to vote and holders of 66 2/3% of the Preferred Stock voting as a single class, consented to the amendment by unanimous written consent, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

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

IN WITNESS WHEREOF, e-SKOLAR, Inc. has caused this Certificate of Amendment of Amended and Restated Certificate of Incorporation to be executed by Paul Lippe, its President, this 10th day of October, 2000.

e-SKOLAR, Inc.

BY: 
Paul Lippe, President

TOTAL P.03

TOTAL P.04