

11-15-2000
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MRD
10-3-00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type		Conveyance Type	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____	<input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
		<input checked="" type="checkbox"/> Merger	Effective Date Month Day Year _____
		<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other _____	

Conveying Party Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)

<input type="text" value="75349875"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2208625"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2208626"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2193413"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

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

Deposit Account Number:

#

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 deposit account are authorized, as indicated herein.

Frank J. Ricotta Jr

Name of Person Signing

[Signature]

Signature

Oct 3, 2000

Date Signed

11/20/98 13:43 B
11/20/98 13:43 S

002

**STATEMENT OF MERGER
CONCERNING THE MERGER OF
DMW GROUP, LLC,
A COLORADO LIMITED LIABILITY COMPANY,
INTO
DMW WORLDWIDE, INC.,
A DELAWARE CORPORATION**

FILED CUSTOMER COPY
VICTORIA BUCKLEY
COLORADO SECRETARY OF STATE

17981207213 C
\$ 75.00
SECRETARY OF STATE
11-20-1998 14:10:22

Pursuant to the provisions of Section 7-90-203(3) of the Colorado Corporations and Associations Act (the "Act"), the voting members of DMW Group, LLC ("DMW Group"), a Colorado limited liability company, and the shareholder and board of directors of DMW Worldwide, Inc. ("DMW Worldwide"), a Delaware corporation, have approved an Agreement/Plan of Merger pursuant to which DMW Group will be merged with and into DMW Worldwide (the "Merger"). DMW Worldwide has caused its President to execute and verify this Statement of Merger for the purpose of filing it with the Secretary of State of Colorado in accordance with Section 7-90-203(5) of the Act.

1. DMW Worldwide Inc. shall be the name of the surviving entity.
2. The principal office of DMW Worldwide is 4965 North 30th Street, Colorado Springs, CO 80919.
3. The Effective Time of the merger shall be 5 pm (MST) November 20, 1998.

IN WITNESS WHEREOF, the undersigned has executed this Statement of Merger on behalf of DMW Worldwide this 20th day of November, 1998.

DMW Worldwide, Inc., a Delaware corporation

By: [Signature]
Frank Ricotta, President & CEO

00000

11/20/98 14:43 101

BRO DENVER

002

Please include a typed self-addressed envelope

Mail to: Secretary of State
Corporations Section
1560 Broadway, Suite 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

For office use only

FILED CUSTOMER COPY
VICTORIA BUCKLEY
COLORADO SECRETARY OF STATE

MUST BE TYPED
FILING FEE: \$75.00
MUST SUBMIT TWO COPIES

9981207215 C
\$ 90.00
SECRETARY OF STATE
11-20-1998 14:11:03

APPLICATION FOR AUTHORITY

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Authority to transact business in Colorado, and for that purpose submits the following statements:

FIRST: The name of the corporation is DMW Worldwide, Inc.

SECOND: The name which it elects to use in Colorado is DMW Worldwide, Inc.

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is 11-17-98. The period of duration is perpetual.

FIFTH: The street address of its registered office in the state or country under the laws of which it is incorporated is 1207 Orange Street, Wilmington, DE 19801. The street address of its principal office is 4965 North 30th Street, Colorado Springs, CO 80919.

SIXTH: The street address of its proposed registered office in Colorado is 4965 North 30th Street, Colorado Springs, CO 80919 and the name of its proposed registered agent in Colorado at that address is Frank J. Ricotta, Jr.

Signature of Registered Agent [Signature] (may be in accompanying document)

Date Business commenced or expect to commence transacting business in this state 11-20-98

SEVENTH: The names and respective addresses of its directors and officers are:

OFFICE	NAME	BUSINESS ADDRESS
Director	Frank J. Ricotta, Jr.	4965 North 30th Street, Colorado Springs, CO 80919
Director	Rudolph J. Rehm	4965 North 30th Street, Colorado Springs, CO 80919
Director	Dixon R. Doll	4965 North 30th Street, Colorado Springs, CO 80919
Director	Dr. Bruce V. Harley	4965 North 30th Street, Colorado Springs, CO 80919

List additional Officers or Directors on a separate piece of paper.

EIGHTH: This application MUST BE ACCOMPANIED BY A CERTIFICATE OF GOOD STANDING ISSUED BY THE JURISDICTION OF THIS INCORPORATION AND DATED WITHIN NINETY (90) DAYS OF THE FILING OF THE APPLICATION.

By [Signature]
Frank J. Ricotta, Jr., President



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

DMW WORLDWIDE, INC.
(DELAWARE CORPORATION)

FILE # 19981207215 WAS FILED IN THIS OFFICE ON November 20, 1998
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: November 20, 1998

Victoria Buckley
SECRETARY OF STATE

FROM CORPORATION TRUST-DOVER, DE 302-674-8340 (MON) 11. 23 '98 13:18/ST. 13:17/NO. 4260103750 P 2

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 MERGER, WHICH MERGES:

"DMW GROUP, LLC", A COLORADO CORPORATION,
WITH AND INTO "DMW WORLDWIDE, INC." UNDER THE NAME OF "DMW WORLDWIDE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER, A.D. 1998, AT 2 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2956217 8100M
981448284

AUTHENTICATION: 9419816
DATE: 11-23-98

FROM CORPORATION TRUST-DOVER, DE 302-674-8340

(MON) 11.23.98 13:19/ST. 13:17/NO. 4260103750 P. 3

002/002

**CERTIFICATE OF MERGER
CONCERNING THE MERGER OF
DMW GROUP, LLC, A COLORADO
LIMITED LIABILITY COMPANY,
INTO
DMW WORLDWIDE, INC., A
DELAWARE CORPORATION**

Pursuant to the provisions of Section 704 of the Delaware General Corporation Law, DMW Worldwide, Inc., a Delaware corporation, has caused its President to execute and verify this Certificate of Merger and Consolidation in duplicate for the purpose of filing with the Secretary of State of Delaware.

1. The names of the parties to the merger are DMW Group, LLC, a Colorado limited liability company ("DMW"), and DMW Worldwide, Inc., a Delaware corporation (the "Company").
2. The Company is the surviving corporation and its principal place of business is 4965 N. 30th Street, Colorado Springs, Colorado 80919.
3. An agreement of merger has been approved, adopted, certified, executed and acknowledged by both parties to the merger. A copy of the agreement of merger is on file at the Company's principal place of business.
4. The effective time of the merger shall be 5 p.m. (M.S.T.), November 30, 1998 (the "Effective Time").
5. A copy of the agreement of merger will be furnished by the Company, on request and without cost, to any member or economic interest holder of DMW or any person holding an interest in any other business entity which is to merge or consolidate by reason of the agreement of merger.
6. The Certificate of Incorporation and Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and Bylaws of the Company until thereafter amended as provided by law and such Certificate of Incorporation and Bylaws.
7. The Certificate of Incorporation of DMW Worldwide, Inc. shall be the Certificate of Incorporation of the surviving entity.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger and Consolidation on behalf of the Company this 20th day of November, 1998.

DMW Worldwide, Inc., a Delaware
corporation

By: 

Frank J. Ricca, Jr., President & CEO

42601

EXHIBIT C
RESOLUTIONS
OF
BOARD OF DIRECTORS
OF
DMW WORLDWIDE, INC.

I. Private Placement

WHEREAS, the Corporation has been engaged in negotiations with Crimson Asia Capital ("Crimson") and Vantage Point Venture Partners ("VP") (collectively the "Purchasers") concerning the proposed purchase of 1,333,333 shares of the Series A1 Preferred Stock (\$0.001 par value) by VP and 1,066,667 shares of the Series A2 Preferred Stock (\$0.001 par value) by Crimson (collectively, the "Subject Stock") of the Corporation (the "Investment"), all as more particularly described in the Private Placement Documents (as defined below);

WHEREAS, the Board has been provided with forms of the Series A Preferred Stock Purchase Agreement (the "Purchase Agreement") between the Corporation and the Purchasers, and the Investor Rights Agreement between the Corporation and the Purchasers, as well as forms of all other documents, certificates, promissory notes and agreements to be executed in connection with such Purchase Agreement (collectively the "Private Placement Documents");

WHEREAS, the Board has determined that the Corporation will derive substantial benefits from the Investment; and

WHEREAS, the Board has determined that it is necessary and convenient to the conduct of the business of the Corporation and in the best interests of the Corporation for the Corporation to execute and deliver and perform its obligations under the Private Placement Documents.

NOW THEREFORE, BE IT RESOLVED, that the Private Placement Documents and the subscription for the Stock described therein are hereby approved and that the President of the Corporation be and he is hereby authorized to execute and deliver, in the name and on behalf of the Corporation, the Private Placement Documents (and any and all amendments thereto, substitutes therefor, or extensions thereof), substantially in the form presented to the Board, except for such changes, additions and deletions as to any or all of the terms and provisions thereof as the President shall deem proper, such execution and delivery thereof evidencing the approval thereof and authority therefor of the President and the approval and ratification thereof by this Board;

FURTHER RESOLVED, that the President be and he hereby is authorized and directed to do or cause to be done any and all such acts and things and to execute and deliver, or cause to be executed and delivered, such other documents and instruments as the President deems necessary or desirable to conform to or in connection with the execution and delivery of the Private Placement Documents, including, without limitation, any statements, documents, forms, certificates or authorizations required by the Private Placement Documents, in such form as the President shall by his execution and delivery thereof approve, such execution and delivery thereof evidencing the approval thereof and authority therefor of the President and the approval and ratification thereof by this Board;

FURTHER RESOLVED, that all documents executed and delivered and all other actions taken by the President and any other officer of the Corporation with respect to any of the foregoing matters prior to the date hereof be, and they hereby are, ratified and approved in all respects;

FURTHER RESOLVED, that the Secretary of the Corporation is hereby authorized to certify to the Purchasers a copy of these resolutions, the Certificate of Incorporation of the Corporation (the "Certificate"), the Bylaws of the Corporation, and the name and signature of the President; and

FURTHER RESOLVED, that the issuance by the Corporation to the Purchasers of such shares of Stock as may be required under the Private Placement Documents is hereby approved.

II. Reservation of Conversion Shares

WHEREAS, the Certificate provides for automatic and optional conversion of the Preferred Shares into such number of shares of the Corporation's Class A Voting Common Stock, Series 2 (par value \$0.001 per share) ("Class A Series 2 Voting Common") as may be required pursuant to the terms of Article FOURTH, Section 3 of the Certificate; and

WHEREAS, the Certificate authorizes the Corporation to issue up to 6,000,000 shares of Class A Series 2 Voting Common and further provides that the Corporation shall at all times reserve and keep available an adequate number of Series 2 Voting Common for delivery to the holders of the Preferred Stock (as described in the Certificate) of the Company upon the conversion of all such Preferred Stock from time to time outstanding;

NOW, THEREFOR, BE IT RESOLVED, that all of the Class A Series 2 Voting Common be and it is hereby reserved for issuance to the Purchasers upon conversion of the Subject Stock:

FURTHER RESOLVED, that upon conversion of the Subject Stock in accordance with the Certificate and cancellation of the Subject Stock, the Secretary of the Corporation shall be and he is hereby authorized to issue to the

Purchasers such shares of Class A Series 2 Voting Common as may be required under the terms of the Certificate (the "Conversion Shares"), such issuance thereof by the Secretary evidencing the approval thereof and authority therefor of the Secretary and the approval and ratification thereof by this Board; and

FURTHER RESOLVED, that upon issuance of the Conversion Shares by the Secretary in accordance with the Certificate, all such Conversion Shares shall be deemed automatically to be duly authorized, validly issued, fully paid and nonassessable.

III. Agreement/Plan of Merger

WHEREAS, the Board has reviewed and is familiar with the terms and conditions of the Agreement/Plan of Merger attached hereto as Exhibit A (the "Plan"), pursuant to which DMW Group, LLC ("DMW Group"), a Colorado limited liability company, will merge with and into the Corporation; and

WHEREAS, the Board has determined that it is in the best interests of the Corporation to merge with DMW Group under the terms set forth in the Plan.

NOW, THEREFORE, BE IT RESOLVED that the Plan be and it is hereby approved;

FURTHER RESOLVED, that the President of the Corporation be and he is hereby authorized to execute and deliver the Plan, in the name of and on behalf of the Corporation, substantially in the form attached hereto, except for such changes, additions and deletions as to any or all of the terms and provisions thereof as the President shall deem proper, such execution of the Plan by the President to be conclusive evidence that the President deems all of the terms and provisions thereof to be proper;

FURTHER RESOLVED that each of the President and the Secretary of the Corporation be and they hereby are authorized and directed to do or cause to be done any and all such acts and things and to execute and deliver, or cause to be executed and delivered, other documents and instruments as such President or Secretary, deems necessary or desirable in connection with the execution and delivery of, and administration of the merger contemplated by the Plan, including, without limitation, any certificates or statements required by the laws of the States of Delaware and Colorado, in such form as the President or Secretary, shall by his execution and delivery thereof approve, such execution and delivery thereof evidencing the approval thereof and authority therefor of such President or Secretary, and the approval and ratification thereof by the undersigned;

FURTHER RESOLVED, that all documents executed and delivered and all other actions taken by the President and Secretary in connection with any of

the foregoing matters prior to the date hereof be, and they hereby are, ratified and approved in all respects; and

BE IT FURTHER RESOLVED that the Plan be and it is hereby submitted to the shareholder of the Corporation for approval with a recommendation that the Plan be approved by such shareholder.

0910

LAW OFFICES OF
PAUL, HASTINGS, JANOFSKY & WALKER LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

600 PEACHTREE ST., N.E., STE. 2400
ATLANTA, GEORGIA 30308-2222
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TELEPHONE (714) 668-6200

TOWER 42
25 OLD BROAD STREET
LONDON EC2N 1HQ
TELEPHONE (44) (20) 7562 4000

399 PARK AVENUE
NEW YORK, NEW YORK 10022-4697
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555 SOUTH FLOWER STREET
LOS ANGELES, CALIFORNIA 90071-2371

TELEPHONE (213) 683-6000

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INTERNET www.phjw.com

ROBERT P. HASTINGS (1910-1996)
COUNSEL
LEE G. PAUL
LEONARD S. JANOFSKY
CHARLES M. WALKER

November 3, 2000

345 CALIFORNIA STREET
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TELEPHONE (415) 835-1600

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TELEPHONE (203) 961-7400

ARK MORI BUILDING
12-32, AKASAKA 1-CHOME
MINATO-KU, TOKYO 107, JAPAN
TELEPHONE (03) 3586-4711

1299 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20004-2400
TELEPHONE (202) 508-9500

WRITER'S DIRECT ACCESS

(213) 683-6333
jsridout@phjw.com

OUR FILE NO.

31578.00006

VIA EXPRESS MAIL

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Re: Recordation of Trademark Security Interest

Dear Sir or Madam:

For recordation with your office, enclosed please find the following documents:

1. Three (3) Trademark Recordation Cover Sheets, each together with relevant supporting documentation, evidencing:
 - (a) The merger of DMW Group, LLC into DMW Worldwide, Inc.;
 - (b) The change of name from DMW Worldwide, Inc. to Noochee Solutions, Inc.; and
 - (c) The security interest granted by Noochee Solutions, Inc. to MIH Limited in the "MAXIMUM IMPACT", "TIMAROU", "DMW DMW WORLDWIDE" and "SCIMITAR" trademarks.
2. Paul, Hastings, Janofsky & Walker LLP check in the amount of \$345.00 for the applicable filing fee. We request that you charge any deficiencies or credit any overpayments to Paul, Hastings, Janofsky & Walker's Deposit Account Number 16-0752.

TRADEMARK
REEL: 002173 FRAME: 0911

Assistant Commissioner for Trademarks

November 3, 2000

Page 2

Please call with any questions you may have regarding this matter at the above-referenced telephone number.

Very truly yours,

A handwritten signature in black ink, appearing to read "Josh S. Ridout". The signature is stylized with a large, circular flourish at the end.

Josh S. Ridout

for PAUL, HASTINGS, JANOFSKY & WALKER LLP

Enclosures

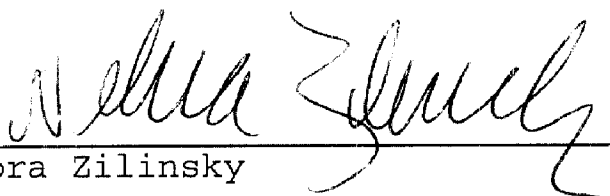
cc: Mr. James S. Diggs (w/o encls.)
Siobhan McBreen Burke, Esq. (w/o encls.)
Joseph W. Deng, Esq. (w/o encls.)

CERTIFICATE OF EXPRESS MAILING

"Express Mail" mailing label number:

Date of Deposit: November 3, 2000

I hereby certify that the attached Trademark Recordation Form Cover Sheets, Trademark Security Agreement, filing fee and transmittal letter are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to: The Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, D.C. 20231.



Debra Zilinsky
Legal Secretary
PAUL, HASTINGS, JANOFSKY & WALKER LLP
Attorneys for Applicant
Twenty-Third Floor
555 South Flower Street
Los Angeles, California 90071
(213) 683-6000