

12-28-2000



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MARK OF



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

11-21-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #26


Please record the attached original instrument or true copy thereof, indicating a change of corporate name by the owner of the registered and pending trademarks listed on this cover sheet, and return the recorded instrument to the undersigned.

- Name of the party conveying an interest:** NeuroMedia, Inc.
- 1. **Name and address of the party receiving an interest:** NativeMinds, Inc
480 2nd Street, Suite 300
San Francisco, California 94107
- 3. **State of organization or citizenship of party receiving an interest:** a California Corporation
- 4. **Description of interest conveyed:** All right, title and interest in the Marks
- 5. **Application Nos. or Registration Nos. involved:**

<u>MARK</u>	<u>SERIAL No.</u>	<u>REGISTRATION No.</u>
NATIVEMINDS	76/003,183	
NATIVEMINDS	76/003,182	
VIRTUAL WORKFORCE	75/932,621	
VREP	75/843,932	
FACEWARE	75/843,437	
FACEWARE	75/843,436	
NEUROMEDIA		2,082,943
GERBIL		2,176,148
NEUROSCRIPT		2,274,823
NEUROSERVER		2,353,969
NEUROSTUDIO		2,225,061

- 6. **Name and address of the party to whom correspondence concerning this request to record should be mailed:** Ernest G. Bootsma, Jon R. Summers, Scott W. Davidson, William H. Caffee, Wallace A. Glausi, David R. Lee, Mark C. White, Paul A. LeBoffe, Mark B. James, Robert M. Dang, Fred S. Hasani, Sue W. So, Stephen M. Bowling and the firm White & Lee LLP, at 121 SW Salmon Street, Suite 1100, Portland, Oregon, 97204; Telephone: (503) 228-2007; Facsimile: (503) 228-0010.
- 7. **Number of applications and registrations involved:** ten (10)
- 8. **Enclosed is our check for:** \$290.00
- 9. **Date of execution of the attached instrument:** May 17, 2000

If the party receiving an interest is not domiciled in the United States, such party has designated the undersigned as its domestic representative.




To the best of the undersigned's knowledge and belief, the information contained in this cover sheet is true and correct, and any copy submitted for filing is a true and correct copy of the original instrument.

DATED: November 20, 2000

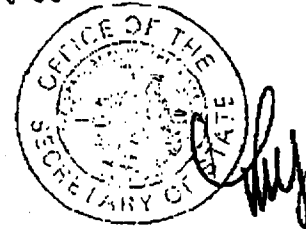
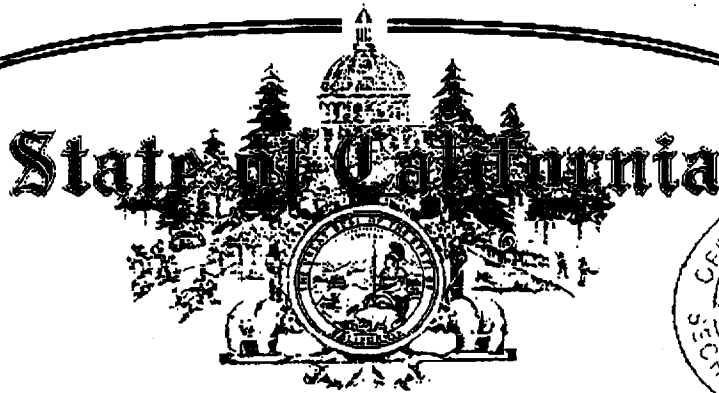
WHITE & LEE LLP

By:


Ernest G. Bootsma

Attorneys for NativeMinds, Inc.

A0545480



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



MAY 23 2000

Bill Jones

Secretary of State

A0545480

neuromedia inc / 480 second street suite 300 / san francisco ca 94107
tel: (415) 777-3111 / fax: (415) 777-0881 / www.neuromedia.com

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAY 17 2000

BILL JONES, Secretary of State

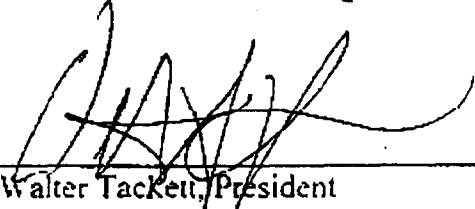
The undersigned, Walter Tackett, Ph.D. and Scott Benson, Ph.D. certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Neuromedia, Inc., a California corporation.
2. Article I of the Articles of Incorporation of this corporation is hereby amended and restated to read in its entirety as follows:

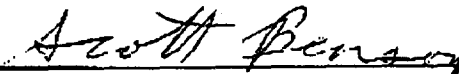
"First: The name of this corporation is NativeMinds, Inc."
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors of said corporation.
4. The foregoing amendment of the Corporation's Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The corporation has two classes of stock, consisting of 2,732,764 outstanding shares of Common Stock, and 5,581,475 outstanding shares of Preferred Stock. The number of shares voting in favor of the Certificate of Amendment of Articles of Incorporation set forth herein equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the outstanding Common Stock and more than fifty percent (50%) of the outstanding Preferred Stock, voting separately.

Walter Tackett, Ph.D. and Scott Benson, Ph.D. declare under penalty of perjury under the laws of the State of California that they have read the foregoing certificate and know the contents thereof and that the same is true of their own knowledge.

Date: May 15, 2000



Walter Tackett, President



Scott Benson, Secretary



NEUROMEDIA