

02-13-2001

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

2-5-01

RECEIVE
FEB - 5 2001



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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

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

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 conveying parties attached

Execution Date
Month Day Year
12-5-00

Name e-relationship.com, inc.

Formerly Targeted Marketing Systems, Inc.

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Brierley & Partners, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 8401 North Central Expressway, Suite 1000

Address (line 2) _____

Address (line 3) Dallas Texas/USA 75225
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 Delaware

FOR OFFICE USE ONLY

02/13/2001 6TOM11 00000071 75924211

01 FC:481 40.00 OP
02 FC:482 325.00 OP

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

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TRADEMARK
REEL: 002233 FRAME: 0465

Domestic Representative Name and Address

Enter for the first Receiving Party only.

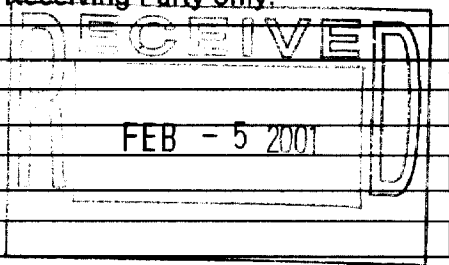
Name

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="75/924,211"/> | <input type="text" value="75/732,346"/> | <input type="text" value="75/766,854"/> |
| <input type="text" value="75/766,834"/> | <input type="text" value="75/766,835"/> | <input type="text" value="76/034,383"/> |
| <input type="text" value="75/494,370"/> | <input type="text" value="75/780,905"/> | <input type="text" value="75/924,108"/> |

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|--|--|--|
| <input type="text" value="1,750,354"/> | <input type="text" value="1,876,069"/> | <input type="text" value="1,784,385"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <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.

Purvi J. Patel

Name of Person Signing

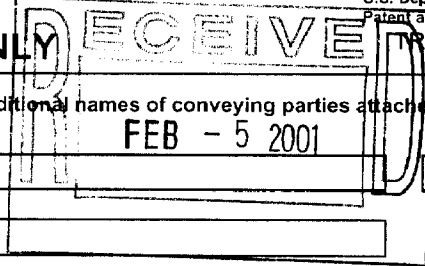
[Signature]

Signature

2/2/01

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY



Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

FEB - 5 2001

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Formerly Targeted Marketing Systems, Inc.

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization Delaware

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Composed of

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Address (line 3) Dallas

Texas/USA

75225

City

State/Country

Zip Code

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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)

75/924,110

75/924,109

I, HARRIET SMITH WINDSOR, 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-LATIONSHIP.COM, INC.", CHANGING ITS NAME FROM "E-LATIONSHIP.COM, INC." TO "BRIERLEY & PARTNERS, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF DECEMBER, A.D. 2000, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2035794 8100

010047503

AUTHENTICATION: 0943244

DATE: 01-30-01

TRADEMARK
REEL: 002233 FRAME: 0468

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
e-lationship.com, inc.**

December 5, 2000

e-lationship.com, inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

FIRST: The name of the Corporation is e-lationship.com, inc.

SECOND: The Board of Directors of the Corporation, by the consent of all of its members, adopted a resolution declaring advisable and in the best interests of the Corporation that the following amendment to the Restated Certificate of Incorporation of the Corporation be submitted to the stockholders for approval in accordance with Section 242 of the General Corporation Law of the State of Delaware:

ARTICLE I of the Restated Certificate of Incorporation of the Corporation shall be deleted in its entirety and replaced with the following language:

The name of the Corporation is Brierley & Partners, Inc.

THIRD: The aforesaid amendment was duly adopted by the Corporation's stockholders in accordance with the applicable provisions of Sections 228 and 242(b)(1) of the General Corporation Law of the State of Delaware.


STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 12/05/2000
001608116 - 2035794

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**TRADEMARK
REEL: 002233 FRAME: 0469**

IN WITNESS WHEREOF, e-relationship.com, inc. has caused this certificate to be executed by the undersigned as of the date first written above.

e-relationship.com, inc.

By: 
Name: Harold M. Brierley
Title: Chief Executive Officer

DAL02-286413.1