

03-30-2001



101653381

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

3/13/01

TO: The Commissioner For 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
 - Change of Name
 - Other
- Effective Date
Month Day Year

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 attached. 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 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 For Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002260 FRAME: 0744

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="76036961"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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<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.)

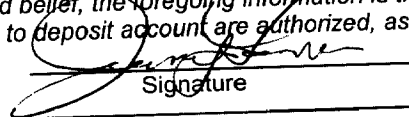
Deposit Account Number: #

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.

Jennifer K. Lawson
Name of Person Signing


Signature

3/12/01
Date Signed

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 "ELSEWEB, INC.", CHANGING ITS NAME FROM "ELSEWEB, INC." TO "WEBCOLLAGE INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2000, AT 9:30 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3071880 8100

001326064

AUTHENTICATION: 0524716

DATE: 06-27-00

TRADEMARK
REEL: 002260 FRAME: 0746

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

elseWeb, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of elseWeb, Inc. (the "Corporation"), pursuant to a Unanimous Written Consent of Directors in Lieu of a Meeting effective as of June 26, 2000, duly and validly adopted the following resolution:

RESOLVED: That the Board of Directors finds it advisable and in the best interests of the Corporation to amend Article FIRST of its Amended and Restated Certificate of Incorporation as set forth on Exhibit A to this Consent (the "Amendment") and hereby adopts and approves such Amendment.

RESOLVED: That the Amendment be submitted to the stockholders of the Corporation for approval; and that subject to approval by the stockholders, the President and Treasurer of the Corporation be, and each acting singly hereby is, authorized and directed to prepare, execute and file a Certificate of Amendment of the Amended and Restated Certificate of Incorporation effecting the Amendment (the "Certificate of Amendment") with the Secretary of State of the State of Delaware and any other required office.

SECOND: That stockholders of the Corporation duly adopted such resolutions by written consent on June 26, 2000, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

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

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Eli Singer, its President, and attested to by Chai Natovich, its Treasurer and Secretary, on this 27th of June, 2000.

elseWeb, Inc.

By: Eli Singer
Eli Singer, President

ATTEST:

By: Chai Natovich
Chai Natovich
Treasurer and Secretary

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Exhibit A

Article FIRST shall be deleted in its entirety and replaced with the following:

"FIRST: The name of the corporation is WebCollage Inc. (the "Corporation")."

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