

4130101

RE

05-08-2001



To the Honorable Commissioner of Patents and Trademark:

3 or copy thereof.  
party(ies)

101708133

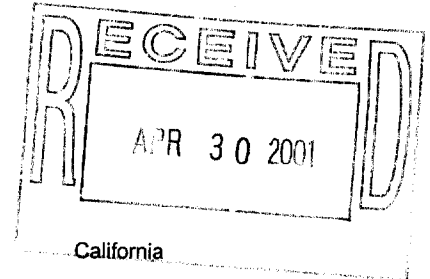
1. Name of conveying party(ies):

The Springfield Project

- Individual(s)
- General Partnership
- Corporation-State:
- Other
- Association
- Limited Partnership

Name: BIGSTEP.COM, INC.  
 Internal Address: 2601 Mission Street, 5th Floor  
 Street Address: same  
 City: San Francisco State: California ZIP: 94110

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State:
- Other



Additional name(s) of conveying parties attached?  Yes  No

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designation must be a separate document from Assignment)

Additional names and addresses attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: July 7, 1999

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s): 75/979,649  
75/663,136

B. Trademark Registration No(s):

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Anthony J. Malutta  
TOWNSEND AND TOWNSEND AND CREW LLP  
Two Embarcadero Center, 8<sup>th</sup> Floor  
San Francisco, California 94111-3834  
(415) 576-0200

6. Total number of applications and registrations involved 2

7. Total fee (37 CFR 3.41): \$65.00

- Enclosed
- Charge Fees to Deposit Account
- Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number: 20-1430

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Anthony J. Malutta  
Name of Person Signing

April 27, 2001  
Date

Total number of pages including cover sheet, attachments and document:

10. Change Correspondence Address to that of Part 5?  Yes  No

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover to:

05/07/2001 04:55:01 01060000 001400 75979649  
 01 FD-481 90.00 CH  
 02 FD-482 25.00 CH

Asst. Commissioner for Trademarks  
Box: Assignments  
Washington, D.C. 20231

1. Additional name(s) of conveying party(ies):  
(Continued from Page 1)

2. Additional name(s) and address(es) of receiving party(ies):  
(Continued from Page 1)

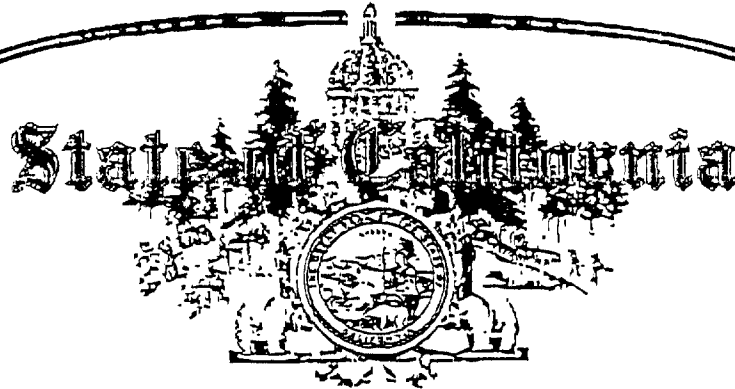
3. Additional application number(s) or registration number(s):  
(Continued from Page 1)

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SF 165907 v1  
SF 1217886 v1

0527805



A handwritten signature or set of initials, possibly "JL", located to the right of the state logo.

SECRETARY OF STATE

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

That the attached transcript of 2 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

JUL 12 1999

A handwritten signature in cursive script that reads "Bill Jones".

Secretary of State



A0527805

ENDORSED - FITS  
In the office of the Secretary of State  
of the State of California

JUL - 7 1999

SUE JONES, Secretary of State

**CERTIFICATE OF AMENDMENT  
OF THE  
THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE SPRINGFIELD PROJECT**

The undersigned certifies that:

1. He is the President and Secretary of The Springfield Project, a California Corporation.

2. Article I of the Articles of incorporation of this corporation is amended to read in full as follows:

**"ARTICLE I**

The name of the corporation is Bigstep.com."

3. The forgoing amendment of the Articles of Incorporation has been duly approved by the board of directors.

4. The forgoing amendment to the Articles of has been duly approved by the required vote of the shareholders of the corporation in accordance with Sections 902 and 903 of the California Corporations Code. The corporation has two classes of stock, and the number of outstanding shares is 2,831,667 shares of Common Stock and 7,397,755 shares of Preferred Stock, 833,333 of which are designated Series A Preferred Stock, 1,890,000 of which are designated Series B Preferred Stock, and 4,674,422 of which are designated Series C Preferred Stock. The number of shares voting in favor of this amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock, more than 50% of the outstanding shares of Series A Preferred Stock, more than 50% of the outstanding shares of Series B Preferred Stock, and more than 50% of the outstanding shares of Series C Preferred Stock.

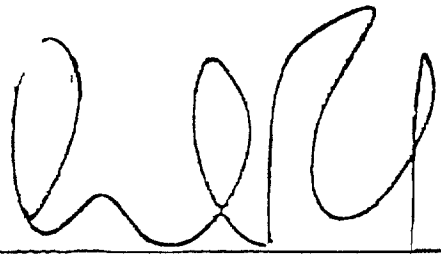
5. I declare under penalty of perjury under the laws of California that the forgoing is true and correct of my own knowledge.

GDSVF2HU66779.1

TRADEMARK

The undersigned further declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of his own knowledge.

Dated: July 7, 1999



By:

Andrew Beebe, President and Secretary

