

08-29-2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Cube Computer Corporation

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: September 21, 2000

2. Name and address of receiving party(ies)

Name: XAND Corporation

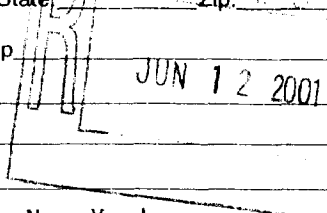
Internal Address:

Street Address: 11 Skyline Drive

City: Hawthorne State: N.Y. Zip: 10532-2182

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No



4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/063612

B. Trademark Registration No.(s)

Handwritten: 76/063612

Additional number(s) attached Yes No

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

Name: G. Roxanne Elings

Internal Address: Greenber Traurig LLP

Street Address: 885 Third Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

501561

(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 information is true and correct and any attached copy is a true copy of the original document.

G. Roxanne Elings

Name of Person Signing

Signature

June 12, 2001

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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State of New York }
Department of State } ^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

SEP 22 2000



Special Deputy Secretary of State

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NO. 980 002
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09/21/2000 14:02

NO. 974 002

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CUBE COMPUTER CORPORATION

Under Section 605 of the Business Corporation Law

I, the undersigned, being the President of Cube Computer Corporation do hereby certify:

1. The name of the Corporation is Cube Computer Corporation.

2. The Certificate of Incorporation was filed by the Department of State on the 13th day of June, 1990.

3. The Certificate of Incorporation is hereby amended to change the corporation's name.

Paragraph FIRST of the Certificate of Incorporation is amended to read as follows:

FIRST. The name of the Corporation is XAND Corporation.

4. This amendment to the Certificate of Incorporation was authorized by a vote of the Board of Directors followed by a vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting duly held of the shareholders of the corporation.

IN WITNESS WHEREOF, I have executed this Certificate of Amendment this 21st day of September, 2000, and hereby affirm the truth of the statements contained herein under the penalties of perjury.

By Lee Weinstein
Name: Lee Weinstein
Title: President

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NO. 127 006

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CERTIFICATE OF AMENDMENT
 OF
 CERTIFICATE OF INCORPORATION
 OF
 CUBE COMPUTER CORPORATION
 Under Section 803 of the Business Corporation Law

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STATE OF NEW YORK
 DEPARTMENT OF STATE
 FILED SEP 21 2000
 TAXES _____
 BY: imb

Westchester

Skadden, Arps, Slate, Meagher & Flom LLP
 One Rodney Square
 Wilmington, De 19899-0636

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