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07-11-2001

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TO THE ASSISTANT COMMISSIONER OF PATENT

and original documents or copy thereof.

6-29-01

1. Name of conveying party:

Edu-Tech Industries, LLC

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State
- Other: California limited liability company

Additional names of conveying party attached?
 Yes No

2. Name and address of receiving party:

Name: Interliance LLC
Address: 151 Kalmus Drive, Suite K-2,
City: Costa Mesa State: California ZIP: 92626

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State
- Other: California limited liability company

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) and address(es) attached?
 Yes No

3. Nature of conveyance:

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

Execution Date: December 30, 1999

4. Registration number:

a. Trademark Registration No: 1,872,752

Additional numbers attached? Yes No

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

Name: Jeffrey L. Van Hoosear
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach State: CA ZIP: 92660
Docket Nos.: EDUTECH.001T

7. Total fee (37 CFR 3.41): \$40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of registrations involved: One (1)

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.

Jeffrey L. Van Hoosear
Name of Person Signing

Jeffrey Van Hoosear
Signature

6/25/01
Date

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

Mail documents to be recorded with required cover sheet information to:

07/11/2001 TD1471 00000007 1872752
01 50:481 40.00 00

U.S. Patent and Trademark Office
Attention: Assignment Division
Crystal Gateway-4
1213 Jefferson Davis Highway, Suite 320
Arlington, VA 22202

JOINT ACTION BY THE MEMBERS
AND MANAGERS
OF
EDU-TECH INDUSTRIES, LLC
BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF ANNUAL MEETING

The undersigned, being all of the members and all of the managers of Edu-Tech Industries, LLC, a California limited liability company, pursuant to Sections 4.9 and 5.1 of Articles IV and V of the Operating Agreement and Section 17104(i)(1) and 17156 of the California Corporations Code, adopt by their signatures below the following resolutions:

AMENDMENT TO ARTICLES

RESOLVED, that management has determined it to be in the best of the Corporation to amend its articles to change the name of the Company to Interliance, LLC.

NOW, THEREFORE, BE IT RESOLVED that Article 1 of the Articles of Organization be amended to read as follows:

"The name of the company is Interliance LLC"

RESOLVED FURTHER, that the any member and/or manager of the Company be, and they hereby are, authorized and directed to prepare and execute, or cause to be prepared, an amendment to the Articles of Organization and to cause the same to be filed with the California Secretary of State; and

RESOLVED FURTHER, that the managers be, and they hereby are, authorized and directed to take such further and other steps deemed necessary or appropriate in order to consummate the transactions authorized hereinabove, including but not limited to, obtaining a new company seal, and new membership certificates, to reflect the change in the Company's name.

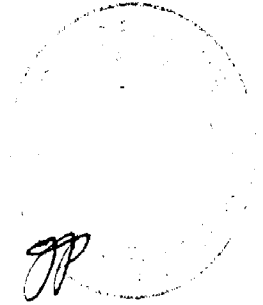
Dated: December 30, 1999


Gloria Kamph, Member and Manager


Jocelyn Kamph, Member and Manger


Brad Kamph, Member and Manager

State of California



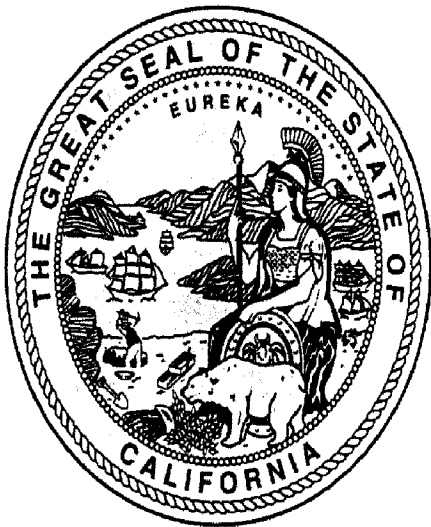
SECRETARY OF STATE

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

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, 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

JAN 18 2000



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

Secretary of State



State of California

Bill Jones

Secretary of State

FILED
In the office of the Secretary of State
of the State of California

JAN 04 2000

BILL JONES, Secretary of State

LIMITED LIABILITY COMPANY CERTIFICATE OF AMENDMENT

**A \$30.00 filing fee must accompany this form
IMPORTANT - Read instructions before completing this form.**

This Space For Filing Use Only

1. Secretary Of State File Number:
101996253047

2. Name of Limited Liability Company:
Edu-Tech Industries, LLC

3. Complete only the sections where information is being changed. Additional pages may be attached if necessary.

A. Limited Liability Company Name (End the name with the words "Limited Liability Company," "Ltd. Liability Co." or the abbreviations "LLC" or "L.L.C.") Interliance LLC

B. The Limited Liability Company will be managed by (Check One):
[] One Manager [] More Than One Manager [] Limited Liability Company Members

C. Amendment to text of the Articles of Organization:

D. Other matters to be included in this certificate may be set forth on separate attached pages and are made a part of this certificate by checking this box. Other matters may include a change in the latest date on which the limited liability company is to dissolve or any change in the events that will cause the dissolution.

4. Future Effective Date, if any: _____ Month _____ Day _____ Year

5. Total number of pages attached, if any: 0

6. Declaration: It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

Brad Kamp
Signature of Authorized Person
Person

BRAD KAMP MANAGER
Type or Print Name and Title of Authorized

Dec 30, 99
Date

7. RETURN TO:

NAME George Eadington, Esq.
FIRM Eadington, Merhab & Eadington, P.C.
ADDRESS P. O. Box 9408
CITY/STATE Newport Beach, CA 92658-9408
ZIP CODE

SEC/STATE (REV. 1/99)

FORM LLC-2 - FILING FEE: \$30.00
Approved by Secretary of State

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