

02-01-2002



FORM COVER SHEET
MARKS ONLY

To The Honorable ()
Please receive

101967436

thereof. ATTORNEY DOCKET NO. 102522-21

1. Name of conveying party(ies): 1-16-02
 Well Engaged LLC
 Street Address: 220 Marinship Way, 2nd Floor
 City: Sausalito
 State: CA Zip: 94965

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Delaware
 Other limited liability company--California

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

2. Name and address of receiving party(ies):
 Name: Prospero Technologies Corporation
 Street Address: 141 Portland Street
 City: Cambridge
 State: MA Zip: 02139

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation Delaware
 Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Affidavit of Dissolution and Transfer of Assets
 Execution Date: November 30, 2001

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): 75/779,438
75/932,597
75/433,883

B. Trademark Registration No.(s)
2,057,380
2,508,989

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Tracy R, Schubert, Esq.
 Internal Address: Nutter, McClennen & Fish, LLP
 Street Address: One International Place
 City: Boston
 State: MA Zip: 02110-2699

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$140.00
 Enclosed
 Authorized to be charged deposit account

8. Deposit account number: 14-1449

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

01/31/2002 6TOM11 00000344 75779438
 01 FC:481 40.00 OP
 02 FC:482 100.00 OP

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.
Tracy R. Schubert
 Name of Attorney

Tracy R. Schubert January 16, 2002
 Signature Date
 Total number of pages including cover sheet: 4

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 02031

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011). Washington, D.C. 20503

November 30, 2001

I hereby certify, as the former member of the entity known as Well Engaged LLC, a California limited liability company ("the Company"), that pursuant to the dissolution of the Company, any assets owned by Well Engaged LLC, including but not limited to any copyrights, trademarks and other ownership and intellectual property rights associated therewith, were transferred and assigned to Prospero Technologies Corporation.

A certified copy of the Limited Liability Company Certificate of Cancellation is attached hereto for your reference.


Bruce Katz

1059071.1



**State of California
Bill Jones
Secretary of State**

FILED
In the Office of the Secretary of State
of the State of California

DEC 14 2000

BILL JONES, Secretary of State

**LIMITED LIABILITY COMPANY
CERTIFICATE OF CANCELLATION**

There is no fee for filing the Certificate of Cancellation with the Secretary of State.
IMPORTANT - Read instructions before completing this form.

NOTE: This Certificate of Cancellation (LLC-4/7) must be filed in order to cancel your Articles of Organization or Application for Registration and your liability for any tax as a limited liability company. A tax clearance certificate is required.

This Space For Filing Use Only

1. Secretary of State File Number 199624710032	2. Name of Limited Liability Company Name WELL ENGAGED LLC
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3. It is hereby certified that this limited liability company cancels its (check one):

Articles of Organization pursuant to Subdivision (b) of Section 17356 of the California Corporations Code.
 Registration pursuant to Section 17455 of the California Corporations Code.

4. The tax liability will be satisfied on a taxes paid basis or that a person, limited liability company, or other business entity assumes the tax liability, if any, of the dissolving limited liability company as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional taxes or fees, if any, that are assessed under the Revenue and Taxation Code and become due after the date of the assumption of tax liability. **(DO NOT ALTER THIS STATEMENT)**

5. **DOMESTIC ONLY**
The separate filing of the Certificate of Dissolution (LLC-3) pursuant to Section 17356 is not required, because dissolution pursuant to Section 17350 is made by a vote of all of the members.
 YES NO

6. Other information the managers or members filing the Certificate of Cancellation of Articles of Organization or Application for Registration determine to include. (Attach additional pages, if necessary). **NONE**

7. Number of pages attached, if any: **NONE**

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

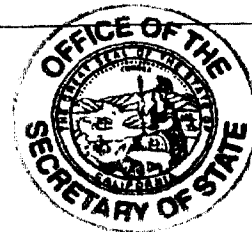
Signature of Authorized Person

MONICA BURKE, SECRETARY LLCFO
Type or Print Name and Title of Authorized Person

12/13/2000
Date

9. RETURN TO:

NAME	[MONICA BURKE C/O PROSPERO TECHNOLOGY 2320 MARINSHIP WAY #940 SAUSALITO CA 94965]
FIRM	
ADDRESS	
CITY/STATE	
ZIP CODE	



State of California



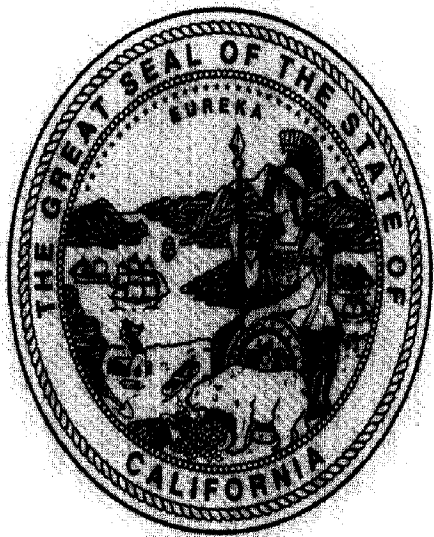
SECRETARY OF STATE

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

DEC 14 2001



Bill Jones

Secretary of State