

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):Metis Technologies, Inc.
116 John Street
26th Floor, New York, NY 10004

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

Citizenship (see guidelines) DelawareExecution Date(s) June 25, 2004Additional names of conveying parties attached? Yes No**3. Nature of conveyance:**

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)Additional names, addresses, or citizenship attached? Yes
 NoName: Massive IncorporatedInternal Address: Suite 802Street Address: 632 BroadwayCity: New YorkState: NYCountry: U.S. Zip: 10012

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Delaware
 Other _____ Citizenship _____

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)**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

76/429646

B. Trademark Registration No.(s)

2827023Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

DELIVERING TOTAL CONTROL**5. Name & address of party to whom correspondence concerning document should be mailed:**Name: Jessica L. Rothstein

Internal Address: _____

Street Address: 599 Lexington AvenueCity: New YorkState: NY Zip: 10022Phone Number: 212.813.8800Fax Number: 212.355.3333Email Address: jrothstein@goodwinprocter.com**6. Total number of applications and registrations involved:**1**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00**

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:a. Credit Card Last 4 Numbers _____
Expiration Date _____b. Deposit Account Number 06-0923Authorized User Name Jessica Rothstein9. Signature: Jessica L. Rothstein9/2/04

Signature

Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 10Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 060923 2827023

Delaware

PAGE 1

The First State

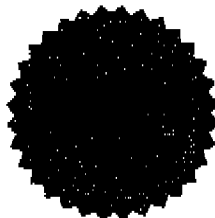
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"METIS TECHNOLOGIES INC.", A DELAWARE CORPORATION,
WITH AND INTO "MASSIVE INCORPORATED" UNDER THE NAME OF "MASSIVE INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 2004, AT 8:51 O'CLOCK A.M.

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

3626189 8100M

040469525



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3195873

DATE: 06-25-04

TRADEMARK
REEL: 002932 FRAME: 0947

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:50 AM 06/25/2004
FILED 08:51 AM 06/23/2004
SRV 040469525 - 3626189 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
METIS TECHNOLOGIES INC.
INTO
MASSIVE INCORPORATED**

(Pursuant to Section 253 of the General
Corporation Law of Delaware)

Metis Technologies, Inc., a corporation organized and existing under the laws of the State of Delaware ("Metis") does hereby certify:

FIRST: That Metis is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Metis owns all of the outstanding shares of each class of the capital stock of Massive Incorporated ("Massive"), a Delaware corporation.

THIRD: That Metis, by the following resolutions duly adopted by unanimous written consent of the Board of Directors and stockholders of Metis, effective as of June 24, 2004, determined to merge itself with and into Massive, subject to the conditions set forth in such resolutions:

RESOLVED, that Metis, shall be merged with and into Massive, a wholly owned subsidiary of Metis (the "Merger"), and Massive shall assume all of Metis's liabilities and obligations pursuant to and in the manner prescribed by Section 253 of the Delaware General Corporation Law;

FURTHER RESOLVED, that at the effective time of the Merger (the "Effective Time"), the capital stock of Metis outstanding immediately prior to the Effective Time shall be canceled and converted into the right to receive the following as merger consideration:

(a) Each share of Series C Preferred Stock, par value \$0.01 per share, of Metis (each a "Metis Series C Share") outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and in respect thereof each holder of such Metis Series C Shares shall be issued one Series A-1 Convertible Preferred Share, par value \$0.01 per share, of Massive (each a "Massive Series A-1 Share") for each Metis Series C Share held by such holder immediately prior to the Effective Time; and

(b) Each share of Common Stock, par value \$0.0005 per share, of Metis (each a "Metis Common Share") outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and in respect thereof each holder of such Metis Common Shares shall be issued

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**TRADEMARK
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one share of Common Stock, par value \$0.0005 per share, of Massive (each a "Massive Common Share") for each Metis Common Share held by such holder.

FURTHER RESOLVED, that, notwithstanding anything else in these resolutions or elsewhere to the contrary, the Merger may be amended or terminated and abandoned by the Board of Directors of Metis at any time prior to the date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware:

FURTHER RESOLVED, that each of the officers of Metis (the "Authorized Officers"), acting singly or together, in the name and on behalf of the Corporation, are hereby authorized and directed (i) to execute and acknowledge an appropriate Certificate of Ownership and Merger setting forth a copy of the resolutions of the Board of Directors of the Corporation to merge Metis with and into the Massive and to assume the liabilities and obligations of Metis pursuant to and in the manner prescribed by Section 253 of the Delaware General Corporation Law and the date of adoption thereof, and to file such Certificate of Ownership and Merger in accordance with Section 103 of the Delaware General Corporation Law; and (ii) to execute or caused to be executed any and all other documents, certificates or other instruments, and to take such action, or cause others to take such action, in the name and on behalf of Metis, as may in the judgment of the Authorized Officer so acting be necessary or desirable in connection with, or in furtherance of, the foregoing resolutions or the transactions contemplated thereby, and the execution and delivery of any such document, certificate or other instrument or the taking of any such action shall conclusively establish such Authorized Officer's authority hereunder to so act; and

FURTHER RESOLVED, to ratify, confirm and approve any and all actions taken, filings made, expenses paid or things done by the Authorized Officers, or any of them acting singly, in connection with any of the foregoing resolutions.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed on its behalf by its duly authorized officer as of this 24th day of June, 2004.

METIS TECHNOLOGIES INC.

By: /s/ Mitchell Davis
Mitchell Davis
President

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Delaware

PAGE 1

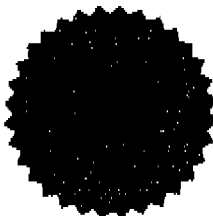
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "MASSIVE INCORPORATED", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2004, AT 1:14 O'CLOCK P.M.

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

3626189 8100

040470886



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3197504

DATE: 06-25-04

TRADEMARK
REEL: 002932 FRAME: 0951

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:14 PM 06/25/2004
FILED 01:14 PM 06/25/2004
SPV 040470886 - 3626189 FILE

**CERTIFICATE OF CORRECTION
FILED TO CORRECT CERTAIN INACCURACIES IN
THE CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
METIS TECHNOLOGIES INC.
INTO
MASSIVE INCORPORATED
FILED IN THE OFFICE OF THE SECRETARY OF STATE OF DELAWARE
ON
JUNE 25, 2004**

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

1. The name of the corporation is Metis Technologies Inc.
2. The Certificate of Ownership and Merger Merging Metis Technologies Inc. into Massive Incorporated was filed by the corporation with the Secretary of State of Delaware on June 25, 2004 and said Certificate of Ownership and Merger requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.

3. The inaccuracies or defects of said Certificate of Ownership and Merger to be corrected are as follows:

(A) Paragraph THIRD of the aforementioned Certificate of Ownership and Merger is inaccurate in its description of the approvals. Paragraph THIRD of the Certificate of Ownership and Merger is hereby deleted in its entirety and replaced with the following:

THIRD: That Metis, by the following resolutions duly adopted by unanimous written consent of the Board of Directors, effective as of June 24, 2004, determined to merge itself with and into Massive, subject to the conditions set forth in such resolutions:

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RESOLVED, that Metis, shall be merged with and into Massive, a wholly owned subsidiary of Metis (the "Merger"), and Massive shall assume all of Metis's liabilities and obligations pursuant to and in the manner prescribed by Section 253 of the Delaware General Corporation Law;

FURTHER RESOLVED, that at the effective time of the Merger (the "Effective Time"), the capital stock of Metis outstanding immediately prior to the Effective Time shall be canceled and converted into the right to receive the following as merger consideration:

(a) Each share of Series C Preferred Stock, par value \$0.01 per share, of Metis (each a "Metis Series C Share") outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and in respect thereof each holder of such Metis Series C Shares shall be issued one Series A-1 Convertible Preferred Share, par value \$0.01 per share, of Massive (each a "Massive Series A-1 Share") for each Metis Series C Share held by such holder immediately prior to the Effective Time; and

(b) Each share of Common Stock, par value \$0.0005 per share, of Metis (each a "Metis Common Share") outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and in respect thereof each holder of such Metis Common Shares shall be issued one share of Common Stock, par value \$0.0005 per share, of Massive (each a "Massive Common Share") for each Metis Common Share held by such holder.

FURTHER RESOLVED, that, notwithstanding anything else in these resolutions or elsewhere to the contrary, the Merger may be amended or terminated and abandoned by the Board of Directors of Metis at any time prior to the date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware;

FURTHER RESOLVED, that each of the officers of Metis (the "Authorized Officers"), acting singly or together, in the name and on behalf of the Corporation, are hereby authorized and directed (i) to execute and acknowledge an appropriate Certificate of Ownership and Merger setting forth a copy of the resolutions of the Board of Directors of the Corporation to merge Metis with and into the Massive and to assume the liabilities and obligations of Metis pursuant to and in the manner prescribed by Section 253 of the Delaware General Corporation Law and the date of adoption thereof, and to file such Certificate of Ownership and Merger in accordance with Section 103 of the Delaware General Corporation Law; and (ii) to execute or caused to be executed any and all other documents, certificates or other instruments, and to take such action,

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or cause others to take such action, in the name and on behalf of Metis, as may in the judgment of the Authorized Officer so acting be necessary or desirable in connection with, or in furtherance of, the foregoing resolutions or the transactions contemplated thereby, and the execution and delivery of any such document, certificate or other instrument or the taking of any such action shall conclusively establish such Authorized Officer's authority hereunder to so act; and

FURTHER RESOLVED, to ratify, confirm and approve any and all actions taken, filings made, expenses paid or things done by the Authorized Officers, or any of them acting singly, in connection with any of the foregoing resolutions."

(B) The following Paragraph FOURTH is hereby inserted immediately after Paragraph THIRD of the Certificate of Ownership and Merger:

"FOURTH: That a majority of the outstanding stock of Metis, by written consent of such stockholders effective as of June 24, 2004, approved the Merger of Metis with and into Massive."

[The remainder of this page has been left blank intentionally.]

IN WITNESS WHEREOF, this Certificate of Correction has been executed by the
President of Metis Technologies Inc. on this 25th day of June, 2004.

/s/ Mitchell Davis
Mitchell Davis
President

/s/ Douglas Miscoll
Douglas Miscoll
Secretary

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