

06-04-2004

MAY 24 2004



Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

RECC

102759046

TRADEMARKS ONL.

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):

Passkey.com, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: August 28, 2002

2. Name and address of receiving party(ies)

Name: Passkey International, Inc.

Internal

Address: _____

Street Address: 180 Old Colony Avenue

City: Quincy State: MA Zip: 02170-3831

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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) 78/200,340;
78/200,359; 78/200,367; 78/200,372

B. Trademark Registration No.(s) 2,380,872;
2,354,531; 2,786,578

Additional number(s) attached Yes No

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

Name: Howard F. Mandelbaum

Internal Address: 35th Floor

Street Address: Levine & Mandelbaum
444 Madison Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-0735

DO NOT USE THIS SPACE

9. Signature.

Howard F. Mandelbaum
Name of Person Signing

May 19, 2004
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

06/04/2004 MGETACHE 00000003 060735 78200340

01 FC:8521 40.00 DA
02 FC:8522 150.00 DA

TRADEMARK
REEL: 002982 FRAME: 0054

Delaware

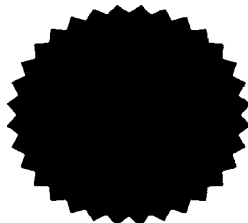
PAGE 1

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 AMENDMENT OF "PASSKEY.COM, INC.", CHANGING ITS NAME FROM "PASSKEY.COM, INC." TO "PASSKEY INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2002, AT 5 O'CLOCK P.M.

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

2864278 8100
020544366



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1958876

DATE: 08-29-02

TRADEMARK
REEL: 002982 FRAME: 0055

CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION, AS AMENDED
OF
PASSKEY.COM, INC.

Pursuant to Section 242
of the Delaware
General Corporation Law

Passkey.com, Inc. (hereinafter called the "Corporation"), organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify as follows:

In a Written Action in Lieu of Meeting dated as of August 28th, 2002, a resolution was duly adopted, pursuant to Section 141(f) and Section 242 of the Delaware General Corporation Law, setting forth an amendment to the Amended and Restated Certificate of Incorporation, as amended, of the Corporation and declaring said amendment to be advisable. The stockholders of the Corporation duly approved said proposed amendment by written consent in accordance with Sections 228 and 242 of the Delaware General Corporation Law, and written notice of such consent has been given to all stockholders who have not consented in writing to said amendment. The resolution setting forth the amendment is as follows:

RESOLVED: That Article FIRST of the Amended and Restated Certificate of Incorporation, as amended, of the Corporation is hereby deleted in its entirety and the following Article FIRST is inserted in lieu thereof:

"FIRST: The name of the Corporation is: Passkey International, Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer this 28th day of August, 2002.

Passkey.com, Inc.

By: /s/Gregory J. Pesik
Gregory J. Pesik
President and Chief Executive Officer