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06-22-2000

FORM PTO-1594
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U.S. Department of Commerce
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks and original documents or copy thereof.

1. Name of conveying party(ies):
VR-1, Inc.

*MPO
D.3.0*

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

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

2. Name and Address of receiving party(ies):

Name: Circadence Corporation
 Internal Address:
 Street Address: 4888 Pearl East Circle, Suite 101
 Boulder, Colorado 80301

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 26, 2000

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- State of 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)
 See Exhibit A attached hereto.

B. Trademark registration No.(s)
 See Exhibit B attached hereto.

05-03-2000
 U.S. Patent & TMO/TM Mail Rcpt Dt. #54

Additional numbers attached? Yes No

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

Name: Patrick K. Perrin
 Internal Address: Hogan & Hartson LLP

 Street Address: 8300 Greensboro Drive
Suite 1100
 City: McLean State: VA Zip: 22102

6. Total number of applications and registrations involved: 24

7. Total fee (37 CFR 3.41): \$615.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

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

06/22/2000 DC04TES 00000048 7518368
 01 FC:481 40.00 OP
 02 FC:482 575.00 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.

Patrick K Perrin *[Signature]* 5/3/2000
 Name of Person Signing Signature Date

Total number of pages of conveyance document: 3

EXHIBIT A

TRADEMARK	APPLICATION NO.
ADCAST	75183368
AIR ATTACK	75167886
DEVIL'S THUMB ENTERTAINMENT (& Design)	75480136
DIGITAL COMICS	75098640
D2G	75559815
EMERALD (& Design)	74633579
EVERNIGHT	75341851
NETRACER	75167775
NOMADS OF KLANTH	75314533
ONE (& Design)	75017109
ONLINE NETWORK ENTERPRISES	74715025
THE SARAC PROJECT	75167884
TOWERS OF FALLOW	75464254
VIRTUAL VR-1 REALITY (& Design)	74625927
VR-1 (& Design)	75015598
VR-1 CROSSROADS	75306878

EXHIBIT B

TRADEMARK	REGISTRATION NO.
BIDCAST	2097607
HYPERSONIC	2172957
Miscellaneous Design	2249099
MEGABOT	2108859
RUMBLE IN THE VOID	2245055
ULTRACORPS	2222036
VR-1	1992481
VR-1 CONDUCTOR	2276457

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "VR-1, INC.", CHANGING ITS NAME FROM "VR-1, INC." TO "CIRCADENCE CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 2000, AT 4:30 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0407377

DATE: 04-28-00

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TRADEMARK
REEL: 002090 FRAME: 0757

**Certificate of Amendment to
Second Amended and Restated
Certificate of Incorporation of VR-1, Inc.**

VR-1, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify as follows for the purpose of amending its Second Amended and Restated Certificate of Incorporation (the "Certificate"):

1. That, pursuant to Section 242 of the Delaware General Corporation Law, the Board of Directors of the Corporation duly adopted resolutions containing the amendments to the Certificate set forth below, declaring such amendments to be advisable and called for the approval of the stockholders of the Corporation to such amendments.

2. That, pursuant to Section 242 of the Delaware General Corporation Law, the stockholders of the Corporation duly adopted proposals containing the amendments to the Certificate set forth below pursuant to a vote taken at the April 18, 2000 annual meeting of the stockholders of the Corporation.

3. The Certificate was duly amended by striking out Article FIRST and by substituting therefor the following:

FIRST: The name of the Corporation (the "Corporation") is Circadence Corporation.

4. The Certificate was duly amended by striking out Article FOURTH, Paragraph (a) and by substituting therefor the following:

(a) Authorized Shares. The total number of shares of stock that the Corporation shall have authority to issue is 145,000,000, divided into the following classes:

(i) 100,000,000 shares of Common Stock, par value \$.001 per share; and

(ii) 45,000,000 shares of preferred stock, par value of \$.001 per share, of which 3,400,000 shares shall be designated as Series A Convertible Preferred Stock.

5. Except as set forth herein, the provisions of the Certificate shall remain in full force and effect.

IN WITNESS WHEREOF, this Certificate of Amendment to Second Amended
and Restated Certificate of Incorporation of VR-1, Inc. has been signed this 26 day
of April, 2000.

VR-1, Inc.

By: Thomas W. Ohrt
Tom Ohrt, Secretary

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TOTAL P.03

RECORDED: 05/03/2000

TRADEMARK
REEL: 002090 FRAME: 0759