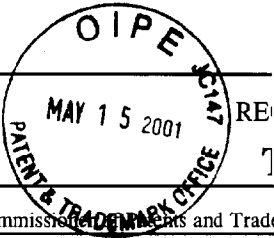


05-22-2001

FORM PTO-595
1-92
S&H 9/92



101724993

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

5-15-01

1. Name of conveying party(ies): UNX.COM, INC.
Individual(s) _____ General Partnership
 Corporation-State _____ Association
_____ Limited Partnership _____ Other

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies):
UNX.COM INC. A DELAWARE CORPORATION, 175 East Olive Avenue, Second Floor, Burbank, CA 91502

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment) Additional names and addresses attached? Yes No

3. Nature of conveyance:
_____ Assignment _____ Merger
_____ Security Agreement Change of Name
_____ Other: _____

Execution Date(s): August 10, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s): 75/579,929; 78/001,363; 78/017,429; 78/017,417
B. Trademark Registration No.(s): 2,376,059; 2,433,984; 2,431,847; 2,431,846
C. Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
STAAS & HALSEY Our Docket: 1497.0004/WFH
Attention: William F. Herbert
700 Eleventh Street, N.W.
Suite 500
Washington, D.C. 20001

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41)..... \$215.00
 Enclosed
_____ Authorized to be charged to deposit account.

8. Deposit Account No.: 19-3935 (Any underpayment is authorized to be charged to this Deposit Account)
(Attach duplicate copy of this page if paying by deposit account.)

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.

William F. Herbert, Registration. No. 31,024
Name of Person Signing

Signature

5/15/01
Date

Total number of pages comprising cover sheet: 10

DO NOT USE THIS SPACE

Re. 2.14.01

03-02-2001



101624128

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

1. Name of conveying party(ies): UNX.COM, LLC
- Individual(s) General Partnership
 Corporation-State Association
 Limited Partnership Other

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies):
UNX, INC., 2675 South Jones, Las Vegas, Nevada 89146
- Individual(s) citizenship General Partnership
 Corporation-State - Nevada Association
 Limited Partnership Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment) Additional names and addresses attached? Yes No

3. Nature of conveyance:
- Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date(s): August 10, 2000

4. Application number(s) or registration number(s):
- A. Trademark Application No.(s): 75/579,930; 75/579,929; 78/001,363; 78/001,234; 78/001,232; 78/017,429; 78/017,417
- B. Trademark Registration No.(s): 2,376,059
- C. Additional numbers attached? Yes No

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

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William F. Herbert, Registration No. 31,024
Name of Person Signing

Signature

2/14/01
Date

Total number of pages comprising cover sheet: 6

DO NOT USE THIS SPACE

State of Delaware
Office of the Secretary of State

PAGE 1

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 "UNX.COM, INC.", CHANGING ITS NAME FROM "UNX.COM, INC." TO "UNX, INC. A DELAWARE CORPORATION", FILED IN THIS OFFICE ON THE EIGHTH DAY OF AUGUST, 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 that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

3173836 8100

001401876

AUTHENTICATION: 0611380

DATE: 08-10-00

TRADEMARK
REEL: 002312 FRAME: 0616

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

UNX.com, 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:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members dated July 26, 2000 and filed with the minutes of the Board, adopted a resolution proposing and setting forth a proposed amendment to the Certificate of Incorporation of the Corporation declaring such amendment to be advisable and such amendment was as follows:


The Certificate of Incorporation of UNX.com, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is UNX, Inc. A Delaware Corporation"

SECOND: That thereafter, in lieu of a meeting and vote of stockholders, the stockholders gave unanimous written consent dated July 26, 2000 to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Jeffrey Smith, its Secretary and Treasurer, this 26th day of July, 2000, which signature constitutes the affirmation or acknowledgement of such officer, under the penalties of perjury, that this instrument is the act and deed of the corporation and that the facts stated herein are true.


By: Jeffrey Smith
Title: Secretary and Treasurer

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