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Form PTO-1596 (modified) 1-3-92		06-08-2000 RECOF MAY 19 2000 MAY 19 2000 101377760		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.					
1. Name of conveying party(ies):  Seattle FilmWorks, Inc.  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies):  Name: PhotoWorks, Inc.  Internal Address:  Street Address: 1260 16th Avenue West Seattle, Washington 98119  Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
3. Nature of conveyance:  <input checked="" type="checkbox"/> CERTIFICATE OF AMENDMENT - copy (2 pages) [Changing name of company from "Seattle FilmWorks, Inc." to "PhotoWorks, Inc."]  Execution Date: 1. January 25, 2000					
4. Application number(s) or patent number(s): Attorney Docket No. 21237-0019  If this document is being filed together with a new application, the execution date of the application is:  A. Patent Application No.(s) B. Patent No.(s) 29/105,282; 09/362,646  Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed:  Name: Heller Ehrman White & McAuliffe LLP  Internal Address:  Street Address: 525 University Avenue  City: Palo Alto State: CA Zip: 94301-1908		6. Total number of applications and patents involved:  2  7. Total fee (37 CFR 3.41)..... \$ 80.00  <input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account  8. Deposit Account Number:  08-1641			
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.  Derek P. Freyberg, Reg. No. 29,250 Name of Person Signing  Signature Total number of pages including cover sheet, attachments and document: [ 3 ]  Date 5/15/00					

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# STATE of WASHINGTON



## SECRETARY of STATE

*I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this*

### CERTIFICATE OF AMENDMENT

to

**SEATTLE FILMWORKS, INC.**

a Washington Profit Corporation. Articles of Amendment were filed for record in this office on the date indicated below.

**Changing name to PHOTOWORKS, INC.**

UBI Number: 600 212 982

Date: January 28, 2000  
Effective Date: February 1, 2000



*Given under my hand and the Seal of the State of Washington at Olympia, the State Capital*

*Ralph Munro, Secretary of State*

2-257076-6

**PATENT**

**REEL: 010828 FRAME: 0350**

ARTICLES OF AMENDMENT  
OF  
SEATTLE FILMWORKS, INC.

FILED  
STATE OF WASHINGTON  
JAN 28 2000  
RALPH MUNRO  
SECRETARY OF STATE

Pursuant to RCW 23B.10.160, the undersigned officer of Seattle FilmWorks, Inc., a Washington corporation (hereinafter called the "Corporation"), does hereby submit for filing these articles of amendment:

1. The name of the Corporation is Seattle FilmWorks, Inc.

2. The articles of incorporation of the Corporation are hereby amended by striking out Article I thereof and by substituting in lieu of said Article the following new Article:

ARTICLE I.

The name of the Corporation is PhotoWorks, Inc.

3. The amendment of the articles of incorporation was duly adopted on January 18, 2000, pursuant to the provisions of RCW 23B.10.020, at a meeting of the board of directors of the Corporation.

4. The amendment was adopted by the board of directors without shareholder action, and shareholder action was not required.

5. This amendment shall be effective as of February 1, 2000.

EXECUTED this 25~~th~~ day of January, 2000.

Mich Kele Earl  
Mich Kele Earl, Secretary