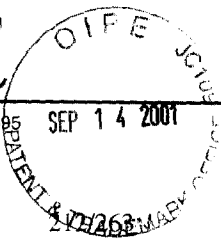


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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Docket No.



ER

To the Honorable Commissioner of Patents and Trademarks

101853089

inal documents or copy thereof

1. Name of conveying party(ies)

Jonathan Sass

09/14/01

2. Name and address of receiving party

Name: iM Networks, Inc.

Internal Address

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

3. Nature of conveyance:

Assignment  Merger

Security Agreement =  Change of Name

Other

Street 241 Polaris Avenue  
Mountain View, CA 94043

Additional name(s) & address(es) attached?  Yes  No

Execution Date: January 8, 2001

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No. 08/984,722

Additional Numbers attached?

B. Patent No.

Yes  No

5. Name and address of party to whom correspondence concerning this document should be sent

Name: K. David Crockett, Esq.

Internal Address:

Street Address: Crockett & Crockett  
24012 Calle De La Plata, Suite 400  
City: Laguna Hills State: California ZIP 92653

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit Account Number: 03-3700

Please charge this Deposit Account if any additional fee is required.  
(Attach duplicate copy of this page if paying by deposit account.)

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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.

Date: September 14, 2001

K. David Crockett, Esq., Reg. No. 34,311

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

# Assignment of Invention and Patent Application

For value received, I (We), the undersigned inventors (hereinafter ASSIGNOR(s)), hereby sell, assign, transfer, and set over unto Sonicbox, Inc. and its successors or assigns (hereinafter ASSIGNEE) all of the following: (A) ASSIGNOR'S right, title and interest in and to the invention entitled:

Apparatus for Distributing Audio Information

invented by ASSIGNOR(s) Jonathan Sass

(B) the application for United States patent therefor, signed by ASSIGNOR on December 23, 1999  filed herewith, or

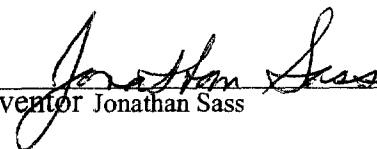
the application number 08/984,722 filed on December 4, 1997

(C) any patent or reissues of any patent that may be granted thereon; and (D) any applications which are continuations, continuations-in-part, substitutes, or divisions of said application.

ASSIGNOR authorizes ASSIGNEE to enter the date of signature and/or Serial Number and Filing Date in the spaces above. ASSIGNOR also authorizes and requests the Commissioner of Patents and Trademarks to issue any resulting patent(s).

ASSIGNOR hereby further sells, assigns, transfers, and sets over unto ASSIGNEE, ASSIGNOR'S entire right, title and interest in and to said invention in each and every country foreign to the United States; and ASSIGNOR further conveys to ASSIGNEE all priority rights resulting from the above-identified application for United States patent. ASSIGNOR agrees to execute all papers, give any required testimony and perform other lawful acts, at ASSIGNEE'S expense, as ASSIGNEE may require to enable ASSIGNEE to perfect ASSIGNEE'S interest in any resulting patent of the United States and countries foreign thereto, and to acquire, hold, enforce, convey, and uphold the validity of said patent and reissues and extensions thereof, and ASSIGNEE'S interest therein.

Date: December 23, 1999

  
Inventor Jonathan Sass

Date: \_\_\_\_\_

\_\_\_\_\_  
Inventor

Date: \_\_\_\_\_

\_\_\_\_\_  
Inventor:

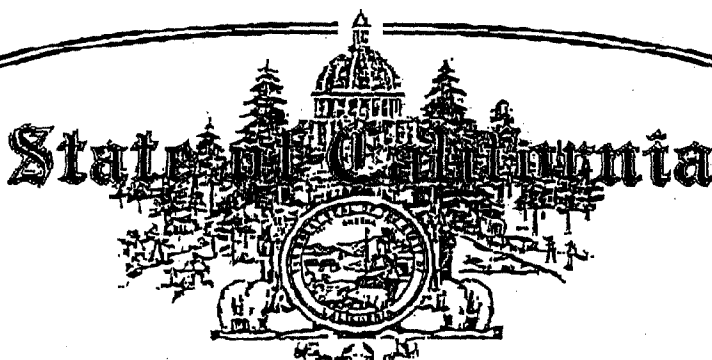
Date: \_\_\_\_\_

\_\_\_\_\_  
Inventor

Date: \_\_\_\_\_

\_\_\_\_\_  
Inventor

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**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 13 2001

*Bill Jones*

Secretary of State



A0560034

CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SONICBOX, INC.

ENDORSED - FILED  
In the office of the Secretary of State  
of the State of California

FEB - 6 2001

BILL JONES, Secretary of State

Scott T. Smith and Eric R. Lorimer hereby certify that:

1. They are the President and Secretary, respectively, of Sonicbox, Inc., a California corporation.

2. Article I of the Amended and Restated Articles of Incorporation of this corporation is amended to read as follows:

"The name of this corporation is iM Networks, Inc. (this "Corporation")."

3. Section G of Article III of the Amended and Restated Articles of Incorporation of this corporation is amended to read as follows:

"G. Restrictions and Limitations. Except as otherwise required by law, so long as at least 5,000,000 shares of Series A Stock are issued and outstanding (Appropriately Adjusted), this Corporation shall not, without the vote or written consent of the Required Holders of the Series A Stock, voting as a separate class:

(i) amend, repeal or add any provision to these Amended and Restated Articles of Incorporation or the bylaws of this Corporation if such action would alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, the holders of Series A Stock in an adverse manner;

(ii) create any new class or series of shares, or reclassify any class or series of shares into a class or series of shares, having preferences, rights, privileges and powers subordinate to the Series A Stock;

(iii) create any new class or series of shares, or reclassify any class or series of shares into a class or series of shares, having preferences, rights, privileges or powers greater than, or on parity with, the Series A Stock;

(iv) issue shares of Preferred Stock to a Strategic Investor in the Next Financing;

(v) increase or decrease the authorized number of shares of Common Stock or Preferred Stock;

(vi) pay or declare any dividend or distribution of earnings and profits on any shares of Common Stock or Series A Stock, or redeem, purchase or otherwise acquire any shares of this Corporation's Common Stock; *provided, however*, the foregoing restrictions shall not apply to the repurchase of shares of Common Stock held by employees, officers, directors, consultants or other persons performing services for this Corporation or any wholly owned subsidiary of this Corporation (including, but not limited to, distributors and sales representatives) that are subject to restrictive agreements under which this Corporation has the right or option to repurchase such shares upon the occurrence of certain events such as the proposed sale of such shares or termination of employment;

(vii) effect the merger, consolidation or reorganization of this Corporation, or sale of all or substantially all of this Corporation's assets other than a Qualified Reorganization; or

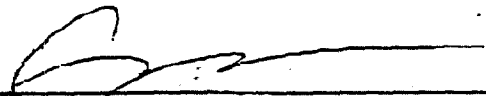
(viii) increase the number of shares of Common Stock reserved for issuance pursuant to this Corporation's stock incentive plans above 6,500,000 shares."

4. The foregoing Amendment has been duly approved by the Board of Directors of this corporation.

5. The foregoing Amendment has been duly approved by the required vote of shareholders in accordance with Section 903 of the California Corporations Code. The total number of shares entitled to vote with respect to the Amendment was 23,886,276 shares of Common Stock and 10,178,942 shares of Series A Preferred Stock; the favorable vote of a majority of such shares of Common Stock and a majority of such shares of Series A Preferred Stock, voting separately, are required to approved the Amendment; and the number of such shares of Common Stock and the number of such shares of Series A Preferred Stock voting in favor of the Amendment equaled or exceeded the vote required.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: January 8, 2001

  
 \_\_\_\_\_  
 Scott T. Smith, President

  
 \_\_\_\_\_  
 Eric R. Lorimer, Secretary

