

10-29-2001



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FORM PTO-1595
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Docket No.

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

1. Name of conveying party(ies):
Eubiquity, Inc.
Additional name(s) of conveying party(ies) attached?
 Yes No

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

2. Name and address of receiving party:
Name: West Direct, Inc.
Internal Address: _____
City: _____ State: _____ Zip: _____
Street Address: 11808 Miracle Hills Drive
City: Omaha State: Ne Zip: 68135
Additional name(s) & address(es) attached? Yes No

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(s): 09/505,619; 09/691,392; 09/785,048; B. Patent No(s): 6,055,513
Additional numbers attached? Yes No

OCT 19 2001

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Rocco L. Adornato
Internal Address: West Corporation
11808 Miracle Hills Drive
Omaha, NE 68154

6. Total number of applications and patents involved: 4
7. Total fee (37 CFR 3.41): \$160.00
 Enclosed
 Charge this Deposit Account if any additional fee is required.
8. Deposit Account No.: 50-1880

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.

Rocco L. Adornato, Reg. No. 40,480 Date: October 15, 2001
Total Number of pages including cover sheet: 5

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

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PATENT
REEL: 012280 FRAME: 0046

State of Delaware
Office of the Secretary of State PAGE 1

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 "EUBIQUITY, INC.", CHANGING ITS NAME FROM "EUBIQUITY, INC." TO "WEST DIRECT, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1367813

DATE: 10-01-01

PATENT
REEL: 012280 FRAME: 0047

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
EUBIQUITY, INC.

THE UNDERSIGNED, being the duly appointed and acting President of Eubiquity, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law, for the purpose of amending the Corporation's Certificate of Incorporation (the "Certificate of Incorporation") filed pursuant to Section 102 of the Delaware General Corporation Law, hereby certifies, pursuant to Sections 242 and 103 of the Delaware General Corporation Law, as follows:

FIRST: That the Certificate of Incorporation was filed with the Delaware Secretary of State on May 1, 2000.

SECOND: The amendment effected hereby was duly authorized by the Corporation's Board of Directors and stockholders, and all specifically affected classes or series of classes of stockholders, in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

THIRD: That the Certificate of Incorporation is hereby amended by changing Article 1 thereof to read in its entirety as follows:

ARTICLE 1. NAME OF CORPORATION

The name of the Corporation is West Direct, Inc. (hereinafter, the "Corporation").

FOURTH: That the Certificate of Incorporation is hereby amended by changing paragraph (a) of Article 4 thereof to read in its entirety as follows:

(a) The total number of shares of capital stock which the Corporation shall have the authority to issue is one million one hundred forty-four thousand five hundred (1,144,500) shares, which shall consist of (i) one million one hundred forty-four thousand (1,144,000) shares of Common Stock, par value one cent (\$.01) per share, and (ii) five hundred (500) shares of Preferred Stock, par value one dollar (\$1.00) per share, all of which shall be designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock").

At the effective time of this Certificate of Amendment, each share of Common Stock of the Corporation, par value one dollar (\$1.00) per share, issued and outstanding immediately prior to the effective time shall automatically be subdivided, reclassified, changed and converted, without any action on the part of the holder thereof, into one hundred (100) shares of Common Stock, par value one cent (\$.01) per share.

All references to sections and paragraphs in this Article 4, shall refer to sections and paragraphs within this Article 4.

FIFTH: That the Certificate of Incorporation is hereby amended by changing paragraph (b) section 3(a) of Article 4 thereof to read in its entirety as follows:

(a) Each issued and outstanding share of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which each such share of Series A Preferred Stock is convertible (as adjusted from time to time pursuant to Section 5), at each meeting of stockholders of the Corporation with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration. Except as provided by law, by the provisions of paragraph (b) below or by the provisions establishing any other series of Preferred Stock, holders of Series A Preferred Stock and of any other outstanding Preferred Stock shall vote together with the holders of Common Stock as a single class.

IN WITNESS WHEREOF, I have made and signed this Certificate of Amendment this 29th day of June, 2001 and affirm the statements contained herein as true under penalties of perjury.



Name: Thomas B. Barker
Title: President