

01/03

02-21-2003

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office2-19-03^{RE}To the Honorable Commissioner of Patents and
thereof.

1 original documents or copy

102369974

1. Name of conveying party(ies)

Rainmaker Technologies, Inc.
a California corporationAdditional name(s) of conveying party(ies)
attached? [] Yes [X] No

2. Name and address of receiving party(ies)

Name: Broadband Physics, Inc.
a California corporation
Internal Address:Street Address: 20300 Stevens Creek Boulevard.
Suite 250

City: Cupertino State: CA Zip: 95014

Country: U.S.

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

3. Nature of conveyance:

[] Assignment [] Merger
[] Security Agreement [X] Change of
Name
[] Other

Execution Date: 1/8/03

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)

08/342,259 09/894,168
60/003,276 09/943,697

B. Patent No.(s)

5,995,539 6,263,017
5,682,404 5,367,516
5,835,590

Additional numbers attached? [] Yes [X] No

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

Weingarten, Schurgin,
Gagnebin & Lebovici LLP
Ten Post Office Square
Boston, Massachusetts 02109

6. Total number of applications and patents

Involved [9]

7. Total fee (37 CFR 3.41)....\$360.00

[X] Enclosed
[] Authorized to be charged to deposit account

8. Deposit account number:

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

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.Attorney Name: Gordon R. Moriarty
Registration No. 38,973

Signature: _____

Date: FEB. 12, 2003

Total number of pages including cover sheet, attachments, and document: [4]

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

JAN 14 2003

KEVIN SHELLEY
Secretary of State

**CERTIFICATE OF AMENDMENT
OF**

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF RAINMAKER TECHNOLOGIES, INC.**

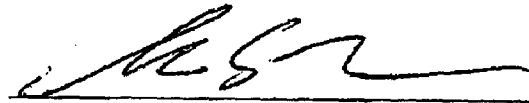
The undersigned, Mark Laubach and William J. Miller, hereby certify that:

1. They are the President and Chief Executive Officer and Secretary, respectively, of Rainmaker Technologies, Inc. (the "Corporation").
2. Article I of the Second Amended and Restated Articles of the Corporation is amended in their entirety to read as follows:

"The name of the Corporation is Broadband Physics, Inc."
3. The foregoing amendment to the Second Amended and Restated Articles of Incorporation of the Corporation has been duly approved by the board of directors of the Corporation.
4. The foregoing amendment to the Second Amended and Restated Articles of Incorporation of the Corporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of Common Stock of the Corporation as of the record date for determination of shareholders entitled to vote on the foregoing amendment was 4,447,958 and the total number of outstanding shares of Series A Preferred Stock was 4,522,545. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required, such required vote being more than fifty percent (50%) of the outstanding shares of Common Stock and Series A Preferred Stock, voting together as a single class.

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, 2003



Mark Laubach
President and Chief Executive Officer



William J. Miller
Secretary





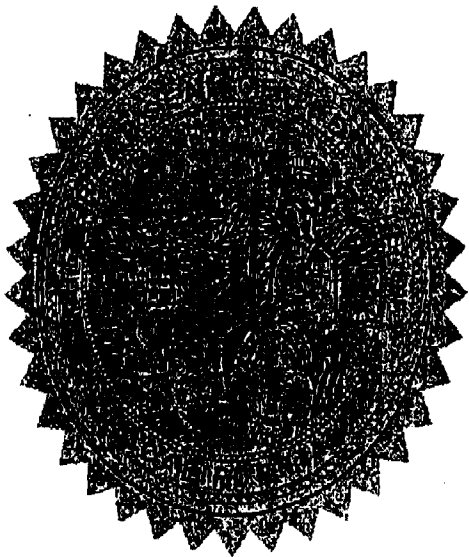
SECRETARY OF STATE

I, *Kevin Shelley*, 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

JAN 15 2003



Kevin Shelley

Secretary of State