

12/30/03

BOX ASSIGNMENTS

Keep within borders

EXPRESS MAIL LABEL NO. ET374673152US

ONLY PATENTS & PAT. APPLNS. PAT. APPLNS. & PATENTS ONLY

To the Director of the United States Patent and Trademark Office, Wash., D.C. 20231

SIR: Please record the attached original document or copy thereof on which the particulars are:

1. Name of conveying party(ies) (assignor(s)): InComm 01-05-2004
Additional name(s) of conveying party(ies) attached? []yes [X]no

2. Name and Address of Party(ies) receiving an interest (assignee(s)): 102638096
Address: e2interactive, Inc. d/b/a e2Interactive, Inc.
250 Williams Street, Suite M-100, Atlanta, Georgia 30303
Country: United States of America
Additional name(s) & address(es) attached? []yes [X]no

3. Nature of Conveyance:
[X] Assignment Execution Date(s): 12/19/03
[] Merger [] Change of Name [] Verified Translation
[] Note:

4. Execution date(s) on the Declaration if filed herewith: N/A

4.5 Application number(s) or patent number(s). Others on additional sheet(s) attached? []yes [X]no
A. Patent Application No(s). (series code/serial number)
B. Patent No(s).
5,777,305
D 385,488

5. Name and address of party to whom correspondence concerning document should be mailed:
J. Michael Martinez de Andino, Esq.
HUNTON & WILLIAMS
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, VA 23219-4074
(804) 788-7216 telephone
(804) 343-4549 facsimile
6. Number involved:
Applns. ____ + Pats: 2 = Total 2
7. A check in the amount of \$60.00 is attached hereto for the required fees.
Above Total x \$40 = \$60.00
8. If above fee is an inadequate charge or the check is detached from the filing, insufficiency to be charged to Deposit Account Number 08-3436 (duplicate sheet not required.)

5.5 Atty. Dkt. 64243.000002

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.

Signature
David E. Baker

Attorney: David E. Baker, Esq.
Reg. No. 42,285
Tel: 804-788-8762 Fax: 804-343-4598

10. Total number of pages including this cover sheet (Do NOT file dup. cover sheet) 15

Date: December 30, 2003

01/05/2004 LNUELLER 00000015 083436 5777305
01 FC:0021 20.00 BA 60.00 DP

United States Patent Assignment

This United States Patent Assignment ("Assignment") is made by **InComm**, a Nevada corporation, having a principle place of business at 200 Galleria Parkway, Suite 330, Atlanta, Georgia 30339 (hereinafter referred to as "Assignor").

Recitals.

Whereas, Assignor is the original owner of the issued United States Patents listed on attached Schedule A.

Whereas, **e2interactive, Inc.**, a Georgia corporation **d/b/a e2Interactive, Inc.**, having a place of business at 250 Williams Street, Suite M-100, Atlanta, Georgia 30303 (hereinafter referred to as "Assignee"), is desirous of acquiring the entire right, title and interest of the Assignor in and to the aforesaid issued Patents; and

Whereas Assignor and Assignee wish to correct a typographical error in the previously executed Assignment Documents from Incomm to the Assignee, which included the Assignee's name mistyped as E 2 Interactive, Inc. and E2 Interactive, Inc. (Attached hereto is a copy of the Articles of Incorporation by the State of Georgia which correctly lists the Assignee's name as e2interactive, Inc.)

Assignment.

Now, therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor has sold and hereby sells, assigns, transfers and conveys unto Assignee, their successors and assigns the Assignor's entire right, title and interest in and to the PATENTS and the inventions therein disclosed and claimed (collectively, the "PATENTS AND INVENTIONS") and in and to any and all applications based thereon, all continuations, continuations-in-part, continuing prosecution applications, or divisions thereof, and in all letters patent of the United States of America and all countries foreign thereto and reissues and extensions thereof which may be granted from the PATENTS AND INVENTIONS, for the full term for which the letters patents, together with the right to claim the priority of any patent application included therein, to be held and enjoyed by the Assignee, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by the Assignor if this assignment and sale had not been made.

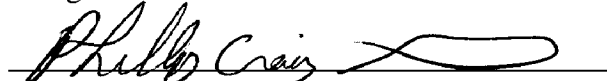
Assignor also hereby sells, assigns, transfers and conveys unto Assignee, its successors and assigns the right to sue for any and all infringement of the PATENTS occurring prior to the date of this Assignment.

Assignor covenants and agrees, on its own behalf and on behalf of its successors and assigns, without further compensation, to promptly at any time upon the request of the Assignee, its successors and assigns, provide such further information and execute such further assignments and documents and do all lawful acts with respect to the PATENTS AND INVENTIONS that may be necessary or desirable to perfect title in the Assignee, their successors or assigns, and to assist in obtaining patents relating to the PATENTS AND INVENTIONS, or in any interference proceedings or for any divisions, continuations or continuation-in-part patent applications relating to the PATENTS AND INVENTIONS.

Assignor warrants and represents to Assignee that Assignor has not granted any rights in the PATENTS AND INVENTIONS to any other person, firm, corporation or entity.

Witness the following signature, made as of the date set forth.

Assignor:


Authorized Officer of InComm

Name: Phillip Craig Fraves

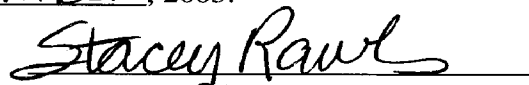
Title: SVP

Date: 12-19-03

STATE OF _____)

COUNTY OF _____) ss:

Before me personally appeared Phillip Fraves, to me known to be the person described in and who executed the foregoing instrument; and he acknowledged to me that he executed the same for the purpose therein stated, this the 19 day of December, 2003.


Notary Public

SEAL

Notary Public, DeKalb County, Georgia
My Commission Expires Oct. 27, 2007

SCHEDULE A

<u>Patent No.</u>	<u>Issue Date</u>	<u>Title</u>	<u>Reel/Frame of Earlier Assignment</u>
5,777,305	7/7/98	Package Assembly and Method for Activating Prepaid Debit Cards	013333/0001 Recorded: 9/26/02
D 385,488	10/28/97	Debit Card Package Assembly	Awaiting Recordation Notice from PTO Filed: 11/14/03

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 033110930
CONTROL NUMBER : K949513
DATE INC/AUTH/FILED: 12/01/1999
JURISDICTION : GEORGIA
PRINT DATE : 11/07/2003
FORM NUMBER : 215

C T CORPORATION SYSTEM
RUDENE REMBERT
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

E2INTERACTIVE, INC. A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read 'Cathy Cox', is written over the printed name.

Cathy Cox
Secretary of State

PATENT
REEL: 014836 FRAME: 0268

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 002000670
CONTROL NUMBER: K949513
EFFECTIVE DATE: 07/14/2000
REFERENCE : 0093
PRINT DATE : 07/26/2000
FORM NUMBER : 611

E2IP.COM, INC.
M. BROOKS SMITH
#M100,250 WILLIAMS ST.
ATLANTA, GA 30303

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

E2IP.COM, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

E2INTERACTIVE, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

2000870

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
E2IP.com, Inc.

2000182
K949513

I.

The name of the corporation is E2IP.com, Inc. (the "Corporation").

II.

Effective the date hereof, Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"The name of the Corporation is: e2interactive, Inc."

All other provisions of the Articles of Incorporation shall remain in full force and effect.

III.

The above amendment was adopted by the Board of Directors of the Corporation on June 30, 2000.

IV.

This amendment was duly approved by the Board of Directors without the need for approval by the shareholders of the Corporation in accordance with the provisions of Section 14-2-1002(6) of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by a duly authorized officer as of the 30th day of June, 2000.

E2IP.com, Inc.

By: M. Brooks Smith
M. Brooks Smith
President

[CORPORATE SEAL]

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: K949513
EFFECTIVE DATE: 12/01/1999
COUNTY : FULTON
REFERENCE : 0077
PRINT DATE : 12/03/1999
FORM NUMBER : 311

HOLLAND & KNIGHT
R. DOUGLAS WRIGHT, ESQ.
1201 WEST PEACHTREE ST., SUITE 2000
ATLANTA, GA 303093400

CERTIFICATE OF INCORPORATION

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

E2IP.COM, INC.
A DOMESTIC PROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read 'Cathy Cox'.

Cathy Cox
Secretary of State

**ARTICLES OF INCORPORATION
OF
E2IP.com, Inc.**

**ARTICLE I
NAME**

The name of the Corporation is: E2IP.com, Inc.

**ARTICLE II
AUTHORIZATION OF COMMON STOCK**

The Corporation shall have authority, to be exercised by its Board of Directors, to issue ten million (10,000,000) shares of voting Common Stock with no par value.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Corporation shall be at 250 Williams Street, Suite M100, Atlanta, Georgia 30303 in Fulton County. The initial registered agent of the Corporation shall be M. Brooks Smith.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the initial principal office of the Corporation is 250 Williams Street, Suite M100, Atlanta, Georgia 30303.

**ARTICLE V
INCORPORATION**

The name and address of the incorporator is M. Brooks Smith, 250 Williams Street, Suite M100, Atlanta, Georgia 30303.

**ARTICLE VI
BOARD OF DIRECTORS**

The initial Board of Directors is composed of the following sole director:

M. Brooks Smith

**ARTICLE VII
LIMITATION OF LIABILITY OF DIRECTORS**

(a) A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except for liability (i) for any appropriation, in violation of such director's duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) of any of the types set forth in Section 14-2-832 of the Georgia Business Corporation Code; or (iv) for any transaction from which the director has received an improper personal benefit. The provisions of this Article shall not apply with respect to acts or omissions occurring prior to the effective date of this Article.

(b) Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Georgia Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Business Corporation Code.

(d) In the event that any of the provisions of this Article (including any provisions within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

**ARTICLE VIII
ACTIONS TAKEN BY WRITTEN CONSENT**

Any action required by law or by the Articles of Incorporation or By-Laws of the Corporation to be taken at a meeting of the shareholders of the Corporation and

any action which may be taken at a meeting of the shareholders may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by persons who would be entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. No such written consent shall be effective unless each consenting shareholder has been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders, or unless the consent includes an express waiver of the right to receive the material.

ARTICLE IX S CORPORATION PROVISIONS

If at any time the Corporation has in effect an election to be a small business corporation (an "S Corporation") pursuant to the provisions of Section 1361 of the Internal Revenue Code of 1986, as it may be amended from time to time (the "Code"), the following restrictions shall apply in order to maintain the Corporation's status as an S Corporation unless otherwise agreed upon unanimously and in writing by the shareholders of the Corporation:

(a) Shares of the Corporation may not be issued, sold, pledged or otherwise transferred or assigned to any person or entity if such transaction would (i) cause the Corporation to have more than the maximum number of shareholders allowed by law for S Corporations or (ii) cause the Corporation to have as a shareholder a person or entity which would make the Corporation ineligible to elect to be an S Corporation under Section 1361 of the Code.


(b) In the event any shareholder of the Corporation shall desire to sell, pledge or otherwise transfer in any manner any or all of the stock in the Corporation owned by such shareholder, any such transfer or attempt to transfer shall be void and the purported transferee or beneficiary thereof shall not be the record or the beneficial owner of such shares of stock in the Corporation or have any interest therein or be entitled to any of the rights appertaining thereto, and the Corporation shall not transfer any such shares on its stock ledger, stock transfer record or stock books to the purported transferee or beneficiary thereof, unless and until the shareholder attempting so to transfer stock in the Corporation shall have obtained the written consent of the Corporation to such transfer. The Corporation shall be under no obligation to consent to a proposed transfer.

(c) In the event that the death, disability or bankruptcy of a shareholder upon the levy on, seizure of or foreclosure on any shares of stock in the Corporation, or upon the occurrence of any other event which would cause the shareholder or shareholder's representative to transfer the shareholder's stock in the Corporation involuntarily in violation of the provision 6 of paragraph (a) of this Article or should a Court require the shareholder to transfer all or any portion of the shareholder's stock in the Corporation in violations of paragraph (a) of this Article, then in any such event, such transfer or attempt to transfer shall be void and the purported transferee or beneficiary shall not be the record or beneficial owner of such shares or have an interest therein or be entitled to any rights appertaining thereto, and the Corporation shall not transfer any such shares on its stock ledger, stock transfer records or stock books to the purported transferee or beneficiary thereof; and in addition, such shares shall be deemed to be redeemed immediately before the occurrence of the attempted involuntary transfer, and payment therefor shall be made at the price and manner provided for in Sections 14-2-914 to 917 of the Georgia Business Corporation Code, as it may be amended from time to time.

(d) Each stock certificate of the Corporation shall bear the following legend:

"Transfer of the shares evidenced by this certificate is limited by the terms and provisions of the Articles of Incorporation, and any attempted sale, pledge or other transfer of this certificate shall be void unless made in compliance with the provisions of the Articles of Incorporation."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of November, 1999.



R. Douglas Wright
Attorney for the Incorporator

DEC 1 10 49 AM '99

SECRETARY OF STATE



CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
Suite 315, West Tower, 2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334-1530
(404) 656-2817
Registered agent, officer, entity status information on the Internet
<http://www.sos.state.ga.us>

ROBERT RAY, JR.
Assistant Secretary of State -
Operations

WARREN H. RARY
Director

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	K92750001	PENDING #	231109133	CONTROL #	
DOCKET CODE	21	DATE FILED	11/30/99	AMOUNT RECEIVED	\$60.00
TYPE CODE	D	EXAMINER		JURISDICTION (COUNTY) CODE	

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.

1.	K92750001	Corporate Name Reservation Number
	E2IP.com, Inc.	Corporate Name
2.	R. Douglas Wright, Esq. - Holland & Knight LLP	(404) 817-8500
	Applicant/Attorney	Telephone Number
	1201 W. Peachtree Street, Suite 2000	Address
	Atlanta	GA 30309
	City	State Zip Code
3.	<p>I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law. Mail or deliver to the Secretary of State, at the above address, the following:</p> <ul style="list-style-type: none"> 1) This transmittal form 2) The original and one copy of the Articles of Incorporation 3) A filing fee of \$60.00 payable to Secretary of State. 	
		11-30-99
	Authorized Signature	Date

FILING FEES ARE NON - REFUNDABLE

FORM 227