

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

CHANGE OF NAME

CONVEYING PARTY DATA

Name	Execution Date
iPhrase.com, Inc.	06/26/2000

RECEIVING PARTY DATA

Name:	iPhrase Technologies, Inc.
Street Address:	36 Crosby Drive
City:	Bedford
State/Country:	MASSACHUSETTS
Postal Code:	01730

PROPERTY NUMBERS Total: 9

Property Type	Number
Application Number:	09562547
Application Number:	09562744
Application Number:	09563487
Application Number:	10704225
Application Number:	10770295
Patent Number:	6745181
Patent Number:	6704728
Patent Number:	6714905
Patent Number:	6711561

CORRESPONDENCE DATA

Fax Number: (617)523-6850

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 617-523-2700

Email: kenneth.kozik@hklaw.com

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PATENT

500053030

REEL: 016610 FRAME: 0501

CH \$360.00 09562547

Address Line 2:	Holland & Knight, LLP
Address Line 4:	Boston, MASSACHUSETTS 02116

NAME OF SUBMITTER:	Kenneth F. Kozik, Reg #36572
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Total Attachments: 3 source=Change of Name#page1.tif source=Change of Name#page2.tif source=Change of Name#page3.tif

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "IPHRASE.COM, INC.", CHANGING ITS NAME FROM "IPHRASE.COM, INC." TO "IPHRASE TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2000, AT 12:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3057553 8100

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AUTHENTICATION:

0524567

DATE:

06-27-00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
IPHRASE.COM, INC.

Pursuant to Section 242
of the General Corporation Law of
the State of Delaware

iPhrase.com, Inc. (hereinafter called the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

By unanimous written consent, resolutions were duly adopted by the Board of Directors, pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth proposed amendments to the Certificate of Incorporation of the Corporation and declaring said amendments to be advisable. The stockholders of the Corporation duly approved said proposed amendments by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The resolutions setting forth the amendments are as follows:

RESOLVED: That Article FIRST of the Certificate of Incorporation of the Corporation be and hereby is amended to read in its entirety as follows:

FIRST: The name of the Corporation is iPhrase Technologies, Inc.

RESOLVED: That Article FOURTH of the Certificate of Incorporation is hereby amended by deleting and removing the fifth full paragraph of subparagraph (b) thereof in its entirety and replacing it with the following paragraph:

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is (i) 23,000,000 shares of Common Stock, \$.003 par value per share ("Common Stock") and (ii) 11,052,500 shares of Preferred Stock, \$.003 par value per share ("Preferred Stock").

RESOLVED: That Article FOURTH of the Certificate of Incorporation is hereby amended by deleting and removing the first full paragraph of Subpart C thereof in its entirety and replacing it with the following paragraph:

ELEVEN MILLION AND FIFTY TWO THOUSAND FIVE HUNDRED (11,052,500) shares of authorized and unissued Preferred Stock of the Corporation are hereby designated "Series A Convertible Preferred Stock" (the "Series A Preferred Stock") with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President this 26th day of June, 2000.

IPHRASE.COM, INC.

By: Noam Ben-Ozer
Name: Noam Ben-Ozer
Title: President

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