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7.17.03

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102502804

Tab settings

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

1. Name of conveying party(ies):

Zedcor, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 09/28/1999

2. Name and address of receiving party(ies)

Name: ArtToday.com, Inc.

Internal

Address:

5232 E. Pima St. STE

Street Address: 200C

City: Tucson State: AZ Zip: 85712

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Arizona
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

OFFICE OF POSTAL RECORDS
2003 JUL 17 AM 9:20
FINANCE SECTION

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,098,898

Additional number(s) attached Yes No

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

Name: Claudia Cantarella

Internal Address: Willkie Farr & Gallagher

Street Address: 787 Seventh Avenue

City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved:

1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-2405

(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.

Nancy Sabarra

Name of Person Signing

Nancy Sabarra

Signature

July 17, 2003

Date

Total number of pages including cover sheet, attachments, and document: 6

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

07/21/2003 LABELLER 00000106 232405 2098898

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ARTICLES OF
AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
ZEDCOR, INC.

Nov 2 2 25 PM '99
APPR DATE: *Bevlyn J. Moore*
TERM DATE: *11/2/99*
0512770-1

Zedcor, Inc., an Arizona corporation, adopts the following Articles of Amendment in accordance with sections 10-1001, 10-1003 and 10-1006 of the Arizona Revised Statutes:

FIRST: The name of the corporation is Zedcor, Inc. (the "Corporation").

SECOND: The attached Exhibit "A" sets forth the text of each amendment adopted.

THIRD: The board of directors and shareholders of the Corporation approved the foregoing amendment as of September 28, 1999 in the manner prescribed by law.

FOURTH: There was one voting group consisting of 226,878 outstanding shares of common stock, and that voting group was entitled to cast 226,878 votes on the amendment to the Articles of Incorporation. The total number of undisputed votes cast for the amendment was 226,878, and that number was sufficient for approval of the amendment.

DATED as of September 28, 1999.

ZEDCOR, INC.

By _____
Martin Sacks
Chairman of the Board

33619v2

EXHIBIT A

Zedcor, Inc., an Arizona corporation, amends or adds Articles I, VIII, IX and X of its Articles of Incorporation in their entirety to read as follows:

ARTICLE I

NAME

The name of the corporation is ArtToday.com, Inc.

ARTICLE VIII

TRANSFER OF SHARES

No shares of the corporation may be transferred without the consent of the directors of the corporation. This provision constitutes an agreement authorized by section 10-732 of the Arizona Revised Statutes, may be amended or terminated by amendment of these Articles, and is valid until terminated.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in all circumstances in which, and to the full extent that, such indemnification is permitted and provided for by the laws of the State of Arizona as then in effect.

ARTICLE X

LIMITATION OF LIABILITY

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken or any failure to take any action as a director, except liability for any of the following: (a) the amount of a financial benefit received by a director to which the director is not entitled; (b) an intentional infliction of harm on the corporation or the shareholders; (c) a violation of section 10-833 of the Arizona Revised Statutes or any successor statute; or (d) an intentional violation of criminal law. The limitation of liability provided herein shall continue after a director has ceased to occupy such position as to acts or omissions occurring during such director's term or terms of office, and no amendment or repeal of this Article X shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

AZ CORP COMMISSION
FOR THE STATE OF AZ.

APR 15 11 19 AM '85
APPR *Betty Carlson*
DATE APR 15 '85
TERM _____
DATE _____ TIME _____
512770

AZ CORP COMMISSION
FOR THE STATE OF AZ.

APR 11 3 40 PM '85
APPR _____
DATE APR 11 '85
TERM _____
DATE _____ TIME _____
FILE# _____

ARTICLES OF INCORPORATION
OF
Zedcor, Inc.

We, the undersigned incorporators, desiring to form a corporation under the laws of the State of Arizona, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is: Zedcor, Inc.

ARTICLE II

PURPOSE

The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona as they may be amended from time to time.

ARTICLE III

INITIAL BUSINESS

The corporation initially intends to conduct the business of design, development and manufacture and sale of computer programs and electronic components.

ARTICLE IV

AUTHORIZED CAPITAL

The corporation shall have authority to issue one million (1,000,000) shares of common stock with a par value of One Cent (\$0.01) per share.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of Directors, the number of which shall be at least one (1), and no more than fifteen (15), as is determined at the annual meeting of the shareholders in the manner specified in the By-Laws of the corporation. The following persons shall comprise the initial Board of Directors, who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified:

Andrew Gariepy
714 N. Columbus Blvd.
Tucson, Arizona 85748 //

Michael A. Gariepy
3348 N. Mossybrook Dr.
Tucson, Arizona 85712

Ronald W. Michaels
2937 E. Mabel
Tucson, Arizona 85716

ARTICLE VI

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

Andrew Gariepy
714 N. Columbus Blvd.
Tucson, Arizona 85748 //

Michael A. Gariepy
3348 N. Mossybrook Dr.
Tucson, Arizona 85712

Ronald W. Michael
2937 E. Mabel
Tucson, Arizona 85716

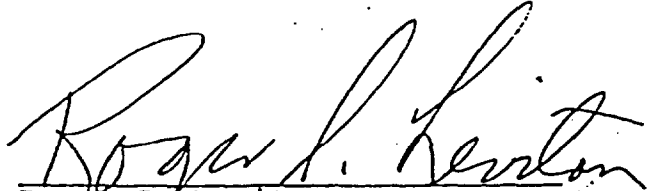
All powers, duties and responsibilities of the incorporators shall cease upon the first meeting of the initial Board of Directors.

ARTICLE VII

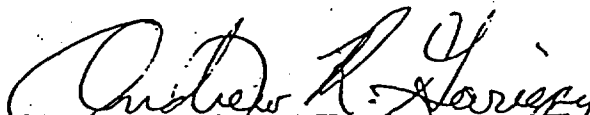
STATUTORY AGENT

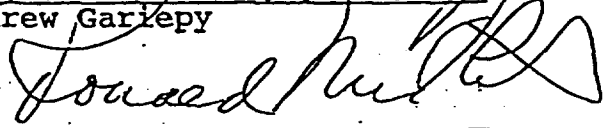
ROGER S. LEVITAN, of the law firm of Bilby & Shoenhair, P.C., whose address is 2 East Congress Street, Suite 900, Tucson, Arizona 85701, is hereby appointed the initial Statutory Agent for the corporation. The Board of Directors of this corporation may revoke this appointment of agent at any time and shall have power to fill any vacancy in such position.

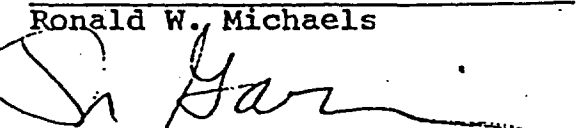
I, ROGER S. LEVITAN, having been designated to act as Statutory Agent, hereby consents to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.


Roger S. Levitan

IN WITNESS WHEREOF, the incorporators have hereunto set their hands as of the 9th day of April, 1985.


Andrew Gariepy


Ronald W. Michaels


Michael A. Gariepy