

MR D 7-31-98

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

08-07-1998



100789228

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
7/22/98
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name **Auto-By-Tel Corporation**

7/22/98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization **Delaware**

Receiving Party

Mark if additional names of receiving parties attached

Name **autobytel.com inc.**

DBA/AKA/TA _____

Composed of _____

Address (line 1) **18872 MacArthur Blvd., 2nd Floor**

Address (line 2) _____

Address (line 3) **Irvine**

City

California, USA

State/Country

92612-1400

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization **Delaware**

08/04/1998 SSMITH 00000076 75380672

FOR OFFICE USE ONLY

01 FC:401
02 FC:402

40.00 DP
350.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 1763 FRAME: 0648

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

DeAnne H. Ozaki

Name of Person Signing

Signature

7/30/98

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75,275,365

75/485,773

75/275,199

75/249,198

State of Delaware
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 "AUTO-BY-TEL CORPORATION", CHANGING ITS NAME FROM "AUTO-BY-TEL CORPORATION" TO "AUTOBYTEL.COM INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JULY, A.D. 1998, AT 5 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

2624994 8100

981286281

AUTHENTICATION: 9212901

DATE: 07-23-98

TRADEMARK
REEL: 1763 FRAME: 0651

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AUTO-BY-TEL CORPORATION**
A Delaware Corporation

(Pursuant to Sections 228 and 242 of the General Corporation Law of the State of Delaware)

Auto-By-Tel Corporation, (the "Corporation") a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law").

DOES HEREBY CERTIFY:

FIRST: That this Corporation was originally incorporated on May 17, 1996 under the name of Auto-By-Tel Corporation, pursuant to the Delaware General Corporation Law.

SECOND: That the Board of Directors has duly adopted resolutions proposing to amend this Corporation's Amended and Restated Certificate of Incorporation filed with the Secretary of State of Delaware on April 16, 1998, declaring said amendment to be advisable and in the best interests of this Corporation and its stockholders, and authorizing the appropriate officers of this Corporation to solicit the consent of the stockholders therefor which resolution setting forth the proposed amendment is as follows:

RESOLVED: that the Corporation's Amended and Restated Certificate of Incorporation be amended as follows:

ARTICLE I

The name of this Corporation is autobytel.com Inc. (the "Corporation")

ARTICLE IV

Article IV(A) of this Corporation's Amended and Restated Certificate of Incorporation is amended to include the following additional sentence at the end of such Article:

"Upon the filing of that certain Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, dated as of July 22, 1998, each three (3) issued and outstanding shares of Common Stock of the Corporation shall be reclassified as and converted into two (2) shares of Common Stock (the "Reverse Split"). Any stock certificate that, immediately prior to this Certificate of Amendment becoming effective pursuant to the Delaware General Corporation Law (the "Effective Time"), represents shares of Common Stock of the Corporation will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of Common Stock as equals the product obtained by multiplying (a) the number of shares of Common Stock represented by such certificate prior to the Effective Time, and (b) 2/3.

THIRD: The foregoing Certificate of Amendment was approved by the holders of the requisite number of shares of said Corporation in accordance with Section 228 of the Delaware General Corporation Law.

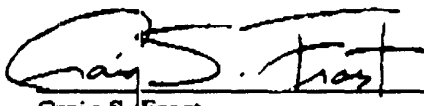
FOURTH: That said amendments were duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

The undersigned hereby further declare and certify under penalty of perjury under the laws of the State of Delaware that the facts set forth in the foregoing certificate are true and correct of our own knowledge and that this certificate is our act and deed.

IN WITNESS WHEREOF, the undersigned have executed and subscribed to this Certificate and does hereby affirm the foregoing as true under penalties of perjury this 22nd day of July, 1998.



Mark W. Lorimer
President



Craig S. Frost
Secretary

LAW OFFICES OF
PAUL, HASTINGS, JANOFSKY & WALKER LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

600 PEACHTREE ST., N.E., STE. 2400
ATLANTA, GEORGIA 30308-2222
TELEPHONE (404) 815-2400

695 TOWN CENTER DRIVE
COSTA MESA, CALIFORNIA 92626-1924
TELEPHONE (714) 668-6200

THE INTERNATIONAL FINANCIAL CENTRE
OLD BROAD STREET
LONDON EC2N 1HQ
TELEPHONE 44 (171) 562-4000

399 PARK AVENUE
NEW YORK, NEW YORK 10022-4697
TELEPHONE (212) 318-6000

555 SOUTH FLOWER STREET
LOS ANGELES, CALIFORNIA 90071-2371

TELEPHONE (213) 683-6000

FACSIMILE (213) 627-0705

INTERNET www.phjw.com

ROBERT P. HASTINGS (191C-1996)
COUNSEL
LEE G. PAUL
LEONARD S. JANOFSKY
CHARLES M. WALKER

July 30, 1998

345 CALIFORNIA STREET
SAN FRANCISCO, CALIFORNIA 94104-2635
TELEPHONE (415) 835-1600

1055 WASHINGTON BOULEVARD
STAMFORD, CONNECTICUT 06901-2217
TELEPHONE (203) 961-7400

ARK MORI BUILDING
12-32, AKASAKA 1-CHOME
MINATO-KU, TOKYO 107, JAPAN
TELEPHONE (03) 3586-4711

1299 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20004-2400
TELEPHONE (202) 508-9500

WRITER'S DIRECT ACCESS
(213) 683-6330

OUR FILE NO.
26600.86362

VIA EXPRESS MAIL

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Re: Recordation of Name Change Document

Dear Sir or Madam:

For the recordation of name change document,
enclosed please find the following documents:

- (1) Trademark Recordation Form Cover Sheet;
- (2) A copy of the Certificate of Amendment of
Amended and Restated Certificate of Incorporation; and
- (3) Paul, Hastings, Janofsky & Walker LLP check
in the amount of \$390.00 for the applicable filing fee. We
request that you charge any deficiencies or credit any
overpayments to Paul, Hastings, Janofsky & Walker's Deposit
Account Number 16-0752.

Please record the Certificate of Amendment and
amend your records to reflect that Auto-By-Tel Corporation
has changed its name to autobytel.com inc. Please contact
me should you have any questions regarding this matter.

Very truly yours,



DeAnne H. Ozaki

for PAUL, HASTINGS, JANOFSKY & WALKER LLP

Enclosures

cc: Mark Bonanni, Esq. (w/encls.)
Craig Frost, Esq. (w/encls.)
Michael K. Lindsey, Esq. (w/o encls.)

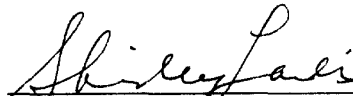
TRADEMARK
REEL: 1763 FRAME: 0654

CERTIFICATE OF EXPRESS MAILING

"Express Mail" mailing label number: EI 20329605805

Date of Deposit: July 30, 1998

I hereby certify that the attached Trademark Recordation Form Cover Sheet, Certificate of Amendment of Amended and Restated Certificate of Incorporation, filing fee and transmittal letter are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, D.C. 20231.



Shirley Landis
Legal Secretary
PAUL, HASTINGS, JANOFSKY & WALKER LLP
Attorneys for Applicant
Twenty-Third Floor
555 South Flower Street
Los Angeles, California 90071
(213) 683-6000