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To the Honorable Commissioner of Patents

and original documents or copy thereof.

1. Name of conveying party:

Alibris



09-24-1998

U.S. Patent & TMO/TM Mail Rcpt Dt. #22

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

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

2. Name and address of receiving party(ies):

Name: Alibris

Internal Address: _____

Street Address: 2727 Claremont Blvd.

City: Berkeley State: CA ZIP: 94705

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California
- 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

3. Nature of conveyance:

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

Execution Date: 08/12/98

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

A. Trademark Application No.(s)

75/521,459

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Shirley J. Su, Esq.
c/o Howard, Rice, Nemerovski

Internal Address: Canady, Falk & Rabkin

Street Address: 3 Embarcadero Center,

7th Floor

City: San Francisco State: CA ZIP: 94111

6. Total number of applications and registrations involved: _____

1

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

Enclosed, but if found insufficient, is

Authorized to be charged to deposit account

8. Deposit account number:

08-2792

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

10/22/1998 NGUYEN 00000083 73521459

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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.

Shirley J. Su

Name of Person Signing

Shirley J. Su
Signature

9-24-98
Date

Total number of pages comprising cover sheet: _____

1

State of California

SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript 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

AUG 1 9 1898



Bill Jones

Secretary of State

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ALIBRUS

ENDORSED - FILED
In the office of the Secretary of State
of the State of California
AUG 17 1998
BILL JONES, Secretary of State

Martin Manley certifies that:

1. He is the President and Secretary of Alibrus, a California corporation (the "Corporation").
2. Article I of the Articles of Incorporation of this Corporation is hereby amended to read in its entirety as follows:

I

The name of this corporation is Alibrus.

The first paragraph of Article IV of the Articles of Incorporation of this Corporation is hereby amended to read in its entirety as follows:

This Corporation is authorized to issue two classes of shares of stock, to be designated Common Stock and Preferred Stock, respectively. This Corporation is authorized to issue TWENTY MILLION (20,000,000) shares of Common Stock and TEN MILLION (10,000,000) shares of Preferred Stock. Upon amendment of this Article to read as set forth herein, each outstanding share of Common Stock shall be split up and converted into four (4) shares of Common Stock.

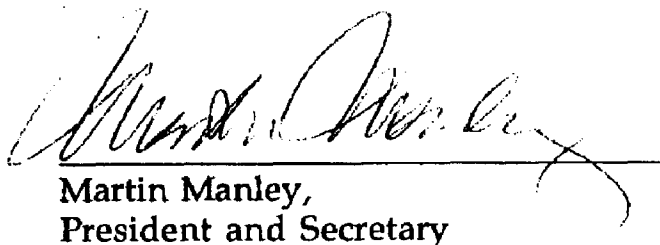
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of the Corporation is 627,000 shares of Common Stock and 329,259 shares of Series A Preferred Stock. The number

of shares of each class and each series voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was more than 50% of the Common Stock and the Series A Preferred Stock voting together as a single class , more than 50% of the Series A Preferred Stock voting as a class , and more than 50% of the outstanding shares of Common Stock voting as a separate class.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of my knowledge.

Executed at Emeryville, California on this 12 day of August, 1998.


Martin Manley,
President and Secretary

