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To the Honorable Commissioner of Patents at:

100956684

Original documents or copy thereof.

1. Name of conveying party(ies):

1.22.99

IXL Holdings, Inc.

- 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: ixL Enterprises, Inc.

Internal Address: \_\_\_\_\_

Street Address: 1888 Emery Street, N.W.

City: Atlanta State: GA ZIP: 30318

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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: September 29, 1998

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

A. Trademark Application No.(s)

75/475,997

75/475,998

B. Trademark Registration No.



01-22-1999

U.S. Patent & TMOfc/TM Mail Rcp1 Dt. #70

Additional numbers attached?  Yes  No

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

Aaron B. Retzer

Name: Epstein, Edell & Retzer

Internal Address: \_\_\_\_\_

Street Address: 1901 Research Blvd.,

Suite 400

City: Rockville State: MD ZIP: 20850

6. Total number of applications and registrations involved: .....

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed Check No. 2397
- Authorized to be charged to deposit account

8. Deposit account number:

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

02/02/1999 DNGUYEN 00000169 75475997

01 FC:481 40.00 OP  
02 FC:482 25.00 OP

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.

Aaron B. Retzer  
Name of Person Signing

Signature

1/21/99  
Date

Total number of pages including cover sheet, attachments, and document: 5

*State of Delaware*  
*Office of the Secretary of State*

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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 "IXL HOLDINGS, INC.", CHANGING ITS NAME FROM "IXL HOLDINGS, INC." TO "IXL ENTERPRISES, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1998, AT 2:15 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*

2604787 8100

981377430 .

AUTHENTICATION: 9329204

DATE: 09-29-98

TRADEMARK  
REEL: 1847 FRAME: 0534

**CERTIFICATE OF AMENDMENT  
TO AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
IXL HOLDINGS, INC.**

**IXL HOLDINGS, INC.**, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is IXL Holdings, Inc. (the "Corporation").
2. The Corporation was originally incorporated in Delaware under the same name pursuant to a Certificate of Incorporation filed with the Delaware Secretary of State on March 21, 1996.
3. Pursuant to an action by the Sole Incorporator and in accordance with Sections 241 and 245 of the Delaware General Corporation Law ("DGCL"), a Restated Certificate of Incorporation was filed on April 11, 1996, restating and integrating and further amending the provisions of the Certificate of Incorporation of the Corporation.
4. Pursuant to a Certificate of Amended and Restated Certificate of Incorporation of IXL Holdings, Inc., an Amended and Restated Certificate of Incorporation of IXL Holdings, Inc. was filed on April 29, 1996 amending and restating the Certificate of Incorporation of the Corporation.
5. A Certificate of Correction to the Amended and Restated Certificate of Incorporation of IXL Holdings, Inc. was filed on May 29, 1997, correcting certain errors in the Certificate of Incorporation of the Corporation as filed on April 29, 1996.
6. Pursuant to a Certificate of Amended and Restated Certificate of Incorporation of IXL Holdings, Inc., an Amended and Restated Certificate of Incorporation of IXL Holdings, Inc. was filed on December 17, 1997 amending and restating the Certificate of Incorporation of the Corporation.
7. Pursuant to a Certificate of Amended and Restated Certificate of Incorporation of IXL Holdings, Inc., an Amended and Restated Certificate of Incorporation of IXL Holdings, Inc. was filed on February 13, 1998 amending and restating the Certificate of Incorporation of the Corporation.
8. Pursuant to a Certificate of Designation, a Certificate of Designation was filed on August 14, 1998, in accordance with the Amended and Restated Certificate of Incorporation of IXL Holdings, Inc., providing for the Powers, Preferences and Relative, Participating, Optional and Other Special Rights of the Class D Nonvoting Preferred Stock of IXL Holdings, Inc.
9. An Amendment to the Amended and Restated Certificate of Incorporation was duly approved in accordance with the requirements of Sections 242 of the DGCL pursuant to a

unanimous written consent adopted by the Board of Directors in accordance with Section 141 of the DGCL and a written consent adopted by the stockholders of the Corporations in accordance with Section 228 of the DGCL.

10. The Corporation's Amended and Restated Certificate of Incorporation is hereby amended as follows:

- (a) Article I is deleted in its entirety and replaced with the following:

The name of the Corporation is iXL Enterprises, Inc.

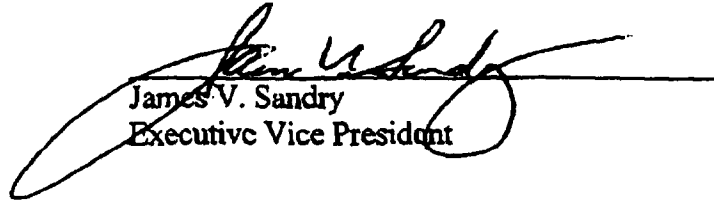
- (b) The definition for "Redemption Percentage" set forth in Section 5 of the Certificate of Designation providing for the Powers, Preferences and Relative, Participating, Optional and Other Special Rights of the Class D Nonvoting Preferred Stock of IXL Holdings, Inc. is hereby deleted in its entirety and replaced with the following:

"Redemption Percentage" shall mean (i) in the event the Qualified Public Offering shall occur prior to the first anniversary of the date hereof, .1625%, (ii) in the event the Qualified Public Offering shall occur during the period commencing on the date after the first anniversary of the date hereof and ending on the date occurring eighteen months after the date hereof, .2% and (iii) in the event the Qualified Public Offering shall occur at any time after the date which is eighteen months after the date hereof, .225% (in the case of clauses (i), (ii) and (iii) subject to adjustment to reflect stock splits, stock dividends, stock combinations, recapitalizational or other such combination or subdivisional events); provided, however, that in the event a Qualified Public Offering has not occurred at the time of a redemption of Class D Preferred Stock pursuant to the terms hereof, for the purpose of determining the Redemption Percentage in connection with such redemption, a Qualified Public Offering shall be deemed to have occurred immediately prior to the effective date of such redemption;

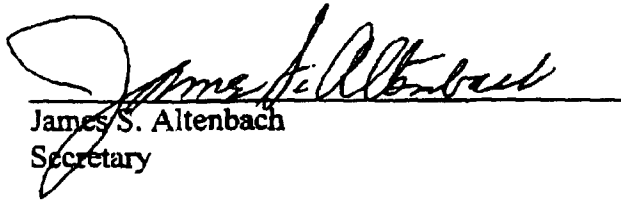
11. All other provisions of the Amended and Restated Certificate of Incorporation of IXL Holdings, Inc. shall remain in full force and effect.

\* \* \*

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 29<sup>th</sup> day of September, 1998 and hereby affirm and acknowledge under penalty of perjury that the filing of the Amendment to the Amended and Restated Certificate of Incorporation is the act and deed of the Corporation.

  
James V. Sandry  
Executive Vice President

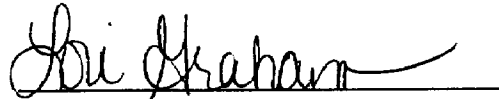
Attest:

  
James S. Altenbach  
Secretary

CERTIFICATE OF EXPRESS MAIL UNDER 37 C.F.R. § 1.10

<i>Express Mail No.</i>	EE823524158US	<i>Date of Deposit</i>	January 22, 1999
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I hereby certify that the application identified above is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. § 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513.



Lori J. Graham, Paralegal