

02-24-1999



100970204

COVER SHEET  
KS

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

<p>1 Name of conveying party(ies):</p> <p>CMG Information Services, Inc. 100 Brickstone Square Andover, M A01810</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership            <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State <b>Delaware</b>  <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p> <p>3 Nature of conveyance:            <b>2-16-99</b></p> <p><input type="checkbox"/> Assignment                                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement                        <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other</p> <p>Execution Date:</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <b>CMGI, Inc.</b></p> <p>Internal Address:</p> <p>Street Address: <b>100 Brickstone Square</b></p> <p>City: <b>Andover</b>                                      State: <b>MA</b>                      ZIP: <b>01810</b></p> <p><input type="checkbox"/> Individual(s) citizenship  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation State <b>Delaware</b></p> <p><input type="checkbox"/> Other</p> <p>If assignee is not domiciled in the United States a domestic representative designation is attached:                      <input type="checkbox"/> Yes                      <input type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes                      <input type="checkbox"/> No</p>
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<p>4 Application number(s) or registration number(s): <b>6</b></p> <p>A Trademark Application No.(s)</p> <p><b>75/561001, 75/561002, 75/56100</b></p>	<p>B. Trademark Registration No.(s)</p> <p><b>2,118,677                      1,629,439</b></p> <p><b>1,648,303</b></p> <p>Additional numbers attached? <input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>
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<p>5 Name and address of party to whom correspondence concerning document should be mailed.</p> <p>Name <b>Felicia Pakalnis</b></p> <p>Internal Address:</p> <p><b>Palmer &amp; Dodge LLP</b></p> <p>Street Address</p> <p><b>One Beacon Street</b></p> <p>City <b>Boston</b>                                      State: <b>MA</b>                                      ZIP: <b>02108</b></p>	<p>6. Total number of applications and registrations involved: <b>6</b></p> <p>7. Total fee (37 CFR 3.41)..... \$165.00</p> <p><input checked="" type="checkbox"/> Enclosed                                      <b>165 E</b>  <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><b>16/0085</b>  (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

**Felicia Pakalnis**  
Name of Person Signing

*Felicia Pakalnis*  
Signature

**2-10-99**  
Date

Total number of 7 comprising cover sheet  
attachments and document:  
02/18/1999 JSHAMZZ 00000025 75561001  
01 FEB 01 40.00 OP  
02 MAR 02 125.00 OP

State of Delaware  
Office of the Secretary of State

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PAGE 1

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 "CMG INFORMATION SERVICES, INC.", CHANGING ITS NAME FROM "CMG INFORMATION SERVICES, INC." TO "CMGI, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 1998, AT 1 O'CLOCK P.M.



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991004347

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

Edward J. Freel, Secretary of State

AUTHENTICATION:

9505624

DATE:

01-06-99  
TRADEMARK

REEL: 1863 FRAME: 0091

**CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
CMG INFORMATION SERVICES, INC.**

**CMG INFORMATION SERVICES, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:**

**FIRST:** That the Board of Directors of said Corporation by unanimous vote pursuant to Section 141 of the General Corporation Law of Delaware adopted resolutions proposing and declaring advisable the following amendments to the Restated Certificate of Incorporation of the Corporation and directing that said amendments be submitted to the stockholders of the Corporation for their review and consent:

**VOTED:** That the Board of Directors of CMG Information Services, Inc. hereby approves and declares advisable an amendment to the Restated Certificate of Incorporation of this Corporation as follows:

That **ARTICLE FIRST** of the Restated Certificate of Incorporation of this Corporation be and it is hereby amended to change the name of the Corporation from CMG Information Services, Inc. to CMGI, Inc. so that said **ARTICLE FIRST** shall be and read as follows:

**FIRST:** The name of the Corporation is CMGI, Inc.

and further,

**VOTED:** That the Board of Directors of CMG Information Services, Inc. hereby approves and declares advisable an amendment to the Restated Certificate of Incorporation of this Corporation as follows:

That **ARTICLE FOURTH (a)** of the Restated Certificate of Incorporation of this Corporation be and it is hereby amended to increase the authorized shares of capital stock of the Corporation from 45,000,000 to 105,000,000 so that said **ARTICLE FOURTH (a)** shall be and read as follows:

**FOURTH:** (a) The total number of shares of capital stock which the Corporation is authorized to issue is one hundred and five million (105,000,000) shares of which one hundred million (100,000,000) shares shall be common stock, par value \$0.01 per share ("Common

Stock") and 5,000,000 shares shall be preferred stock, par value \$0.01 per share ("Preferred Stock").

and further,

**VOTED:** That the foregoing amendments to the Restated Certificate of Incorporation of this Corporation are advisable and in the best interest of the Corporation and that they be submitted to the stockholders of this Corporation for their consideration and approval at the 1998 Annual Meeting of Stockholders.

**SECOND:** That thereafter, pursuant to the resolution of the Board of Directors, the 1998 Annual Meeting of Stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendments.

**THIRD:** That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of Delaware.

**FOURTH:** That the capital of the Corporation shall not be reduced under or by reason of the aforesaid amendments.

[The remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, CMG INFORMATION SERVICES, INC. has caused this Certificate to be signed by David S. Wetherell, its President, and William Williams II, its Assistant Secretary, this 17th day of December, 1998.

CMG INFORMATION SERVICES, INC.

By:   
David S. Wetherell, President

ATTEST:   
William Williams II,  
Assistant Secretary