



*State of Delaware*  
**Office of the Secretary of State** PAGE 1

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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 "SOFTWARE.NET CORPORATION", CHANGING ITS NAME FROM "SOFTWARE.NET CORPORATION" TO "BEYOND.COM CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, appearing to read "Edward J. Freel".

*Edward J. Freel, Secretary of State*

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991083139

AUTHENTICATION: 9608537

DATE: 03-03-99

TRADEMARK  
REEL: 1867 FRAME: 0593

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/21/1998  
981494136 - 2877350

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
SOFTWARENET CORPORATION  
(a Delaware corporation)**

SOFTWARENET CORPORATION (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

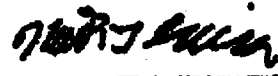
The amendment to the Corporation's Amended and Restated Certificate of Incorporation set forth in the following resolution approved by the Corporation's Board of Directors and stockholders was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

"RESOLVED, that the Certificate of Incorporation of this corporation be amended by striking Article I in its entirety and replacing it with the following:

'ARTICLE I: The name of this corporation is Beyond.com Corporation."

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed and attested by its duly authorized officers, this 21st day of December, 1998.

SOFTWARENET CORPORATION

By:   
Mark L. Beeler, President

ATTEST:

  
Richard G. Spalding, Secretary