

MRO 5-17-99

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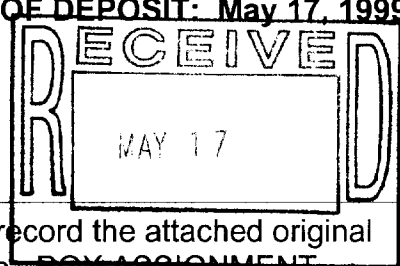
DATE OF DEPOSIT: May 17, 1999

05-24-1999



101044362

ORDINATION FORM COVER SHEET
TRADEMARKS ONLY



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof. Unless filed with a new application, mail to: ~~BOX ASSIGNMENT~~, Commissioner of Patents and Trademarks, Washington, D.C. 20231.

<p>1. Name of conveying part(ies): TechWave Inc.</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving part(ies):</p> <p>ShopNow.com Inc., a Washington corporation, 411 First Avenue South, Suite 200 Seattle, WA 98104</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</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: April 15, 1999</p>	

4. Application Number(s) or Trademark Number(s)

A. U.S. Trademark Registration No.(s) **See Attached Schedule A**

B. U.S. Trademark Application No.(s) **See Attached Schedule A**

Additional Numbers attached? Yes No

2153259

<p>5. Name and address of party to whom correspondence concerning this document should be mailed:</p> <p>Name: Bruce T. Goto Graham & James LLP/Riddell Williams P.S. 1001 Fourth Avenue Plaza Suite 4500 Seattle, Washington 98154-1065</p>	<p>6. Total number of U.S. trademark applications and U.S. trademarks involved: Twenty-four (24)</p> <p>7. Total fee (37 C.F.R. 3.41) \$615 (\$40.00 for 1st in document/ \$25 for each subsequent in document) Check No. <u>22212</u> is enclosed in this amount</p> <p>8. The Commissioner is hereby authorized to charge any deficiency or credit any overpayment to deposit account number: 50-0946</p>
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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.

Bruce T. Goto
Name of Person Signing

Signature

May 17, 1999
Date

• Total Number of pages including cover sheet, attachments and documents: 7

05/21/1999 NTHA11 00000247 2153259

01 FC:481
02 FC:482

40.00 OP
575.00 OP

Schedule A

Trademark/Service Mark Registrations owned by TechWave Inc.

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE
INTERNET MALL	35	2,153,259	April 28, 1998
SHOPNOW	42	2,188,095	September 8, 1998
TECHWAVE	35	2,223,192	February 9, 1999
TECHWAVE	41	2,211,487	December 15, 998
TECHWAVE	42	2,229,333	March 2, 1999

Trademark/Service Mark Applications owned by TechWave Inc.

MARK	CLASS	APPLICATION NUMBER	FILING DATE
COMMERCETRUST	35	75/499,213	June 8, 1998
MYSHOPNOW.COM	42	75/669,814	March 29, 1999
NETGREETING	42	75/269,601	April 4, 1997
NETGREETING.COM	42	75/275,865	April 16, 1997
NETGREETING.NET	42	75/275,613	April 16, 1997
SHOPNOW.COM	42	75/647,740	February 25, 1999
TECHWAVE	9	75/131,983	July 10, 1996
TECHWAVE	16	75/140,626	July 26, 1996
TECHWAVE LEARNING CENTER	9	75,288,924	May 8, 1997
TECHWAVE LEARNING CENTER	35	75/288,932	May 8, 1997

MARK	CLASS	APPLICATION NUMBER	FILING DATE
TECHWAVE LEARNING CENTER	41	75/288,922	May 8, 1997
TECHWAVE LEARNING CENTER	42	75/288,895	May 8, 1997
TECHWAVE TRYANDBUY	9	75/258,958	March 17, 1997
TECHWAVE TRYANDBUY	35	75/258,959	March 17, 1997
THE LEARNING CENTER	9	75/288,923	May 8, 1997
THE LEARNING CENTER	35	75/288,934	May 8, 1997
TRYANDBUY LEARNING CENTER	9	75/279,935	April 23, 1997
TRYANDBUY LEARNING CENTER	35	75/279,766	April 23, 1997
TRYANDBUY LEARNING CENTER	41	75/279,774	April 23, 1997

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

TECHWAVE INC.

a Washington Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Changing name to SHOPNOW.COM INC.

UBI Number: 601 517 627

Date: April 15, 1999



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in black ink, appearing to read "Ralph Munro".

Ralph Munro, Secretary of State
2-485221-2

**ARTICLES OF AMENDMENT
TO
THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Pursuant to RCW 23B.10.060 of the Washington Business Corporation Act, the undersigned corporation hereby submits the following amendment to the corporation's Third Amended and Restated Articles of Incorporation.

1. The name of the corporation is TechWave Inc.
2. The text of the amendment to Article I as adopted is as follows:

The name of the corporation is
ShopNow.com Inc.

3. The date of adoption of such amendment was April 1, 1999.
4. The amendment was adopted by the Board of Directors, shareholder action was not required.
5. These Articles will be effective upon filing.

DATED: April 15, 1999.

TECHWAVE INC.

By: Alan Koslow
Alan Koslow, Executive Vice
President and General Counsel