IN THE UNITED S1   ΚΑDEMARK OFFICE

RECORDATION FORM COVER SHEET

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

  Please record the attached original documents or copy thereof:

1. Name and address of conveying party(ies):

  Universal Algorithms Incorporated
  A Delaware corporation
  One SW Columbia, Suite 100
  Portland, Oregon 97258

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

  CollegeNET, Inc.
  A Delaware corporation
  One SW Columbia, Suite 100
  Portland, Oregon 97258

3. Nature of conveyance: Name Change

  Execution Date: April 28, 1999

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

  A. Serial No. 75/653,832
     Mark: E-SPONSE
     Filing Date: March 4, 1999

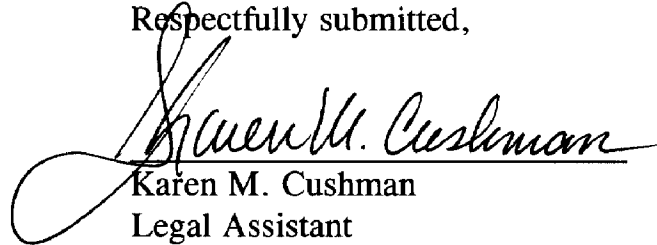5. Name and address of party to whom correspondence concerning document should be mailed:

  Jere M. Webb
  Stoel Rives LLP
  900 S.W. Fifth Avenue, Suite 2300
  Portland, Oregon 97204
  (503) 224-3380

6. Total number of applications involved: 1

Portlnd2-4205002.1 0015461-00004

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

8. The Commissioner is hereby authorized to charge any additional fees which may be required in connection with the recording of this document or to credit any overpayment to Deposit Account No. 19-4455.

9. 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.

Respectfully submitted,

Karen M. Cushman
Legal Assistant

Total number of pages comprising cover sheet and conveyance: 4

Date: June 24, 1999
STOEL RIVES LLP
900 SW Fifth Avenue, Suite 2600
Portland, Oregon 97204-1268
Telephone: (503) 224-3380
Attorney Docket No. 15461/4

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 "UNIVERSAL ALGORITHMS INCORPORATED", CHANGING ITS NAME FROM "UNIVERSAL ALGORITHMS INCORPORATED" TO "COLLEGENET, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 1999, AT 1:30 O'CLOCK P.M.

Edward J. Freel, Secretary of State

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991245046

AUTHENTICATION: 9816932

DATE: 06-21-99

**TRADEMARK
REEL: 001920 FRAME: 0320**

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
UNIVERSAL ALGORITHMS INCORPORATED

Universal Algorithms Incorporated, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

I. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 and has been unanimously consented to in writing by the stockholders, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

II. Article I of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"The name of this corporation is CollegeNET, Inc."

IN WITNESS WHEREOF, Universal Algorithms Incorporated has caused this Certificate to be executed by James H. Wolfston, Jr., its authorized officer, on this 28th day of April, 1999.

By: _____
James H. Wolfston, Jr.
President and Secretary

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