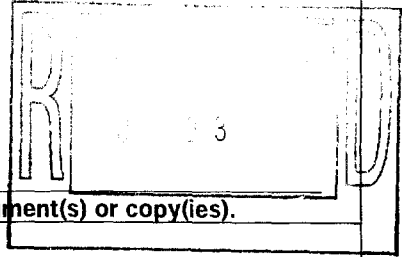


07-28-1999



101103072

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name iXL Holdings, Inc.

Execution Date
Month Day Year _____

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name iXL Enterprises, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1888 Emery Street, N.W.

Address (line 2) _____

Address (line 3) Atlanta GA 30318
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

07/27/1999 DNGUYEN 00000410 75148685

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 1150.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75148685"/>	<input type="text" value="75470372"/>	<input type="text" value="75470374"/>	<input type="text" value="1947016"/>	<input type="text" value="1862721"/>	<input type="text" value="2137017"/>
<input type="text" value="75470373"/>	<input type="text" value="75465082"/>	<input type="text" value="75470361"/>	<input type="text" value="2217338"/>	<input type="text" value="2218798"/>	<input type="text" value="2182545"/>
<input type="text" value="75475000"/>	<input type="text" value="75399826"/>	<input type="text" value="75399809"/>	<input type="text" value="2066218"/>	<input type="text" value="2014748"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

T. William Alvey, III

Name of Person Signing

Signature

7-20-95

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75358138"/>	<input type="text" value="74600394"/>	<input type="text" value="75544634"/>
<input type="text" value="75375395"/>	<input type="text" value="75445211"/>	<input type="text" value="75512879"/>
<input type="text" value="75522101"/>	<input type="text" value="75299813"/>	<input type="text" value="75463895"/>
<input type="text" value="75460104"/>	<input type="text" value="75463893"/>	<input type="text" value="75463742"/>
<input type="text" value="75534859"/>	<input type="text" value="75534539"/>	<input type="text" value="75534949"/>
<input type="text" value="75496402"/>	<input type="text" value="75534926"/>	<input type="text" value="75445202"/>
<input type="text" value="75534855"/>	<input type="text" value="75445203"/>	<input type="text" value="75534538"/>

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**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

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Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

75502097	75445218	75522102
75399808	75414889	75355541
75394702	75463739	75341388
<input type="text"/>	<input type="text"/>	<input type="text"/>
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PAGE 1

State of Delaware
Office of the Secretary of State

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: 001945 FRAME: 0551

**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.

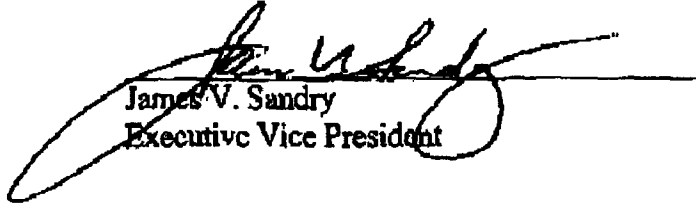
- (b) The definition for "Redemption Percentage" set forth in Section 5 of the Certificate of Designation providing for the Powers, Preferences and Relative, Participating, Optional and Other Special Rights of the Class D Nonvoting Preferred Stock of IXL Holdings, Inc. is hereby deleted in its entirety 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 29th 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