

TRADEMARKS ONLY

TRADEMARKS ONLY



To the F  
Please re

9-7-99

101139121

1. Name of Party(ies) conveying an interest:

BFC Enterprises, Inc.

Entity:

- Individual(s)       Association
- General Partnership       Limited Partnership
- Corporation-State      **Delaware**
- Other

3. Interest Conveyed:

- Assignment       Change of Name
- Security Agreement       Merger
- Other

Execution Date

March 17, 1999

2. Name and Address of Party(ies) receiving an interest:

Name: GetSmart.com, Inc.

Address: 1412 Chapin Avenue, No. 200  
Burlingame, CA 94010

Entity:

- Individual(s)       Association
- Corporation-State       General Partnership       Limited Partnership
- Other

Citizenship: Delaware

If not domiciled in the United States, a domestic representative designation is attached;

- Yes
- No

(The attached document must **not** be an assignment)

RECEIVED  
SEP 7 1999  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

4. Application number(s) or registration number(s). Additional sheet attached?

Yes       No

A. Trademark Application No.(s)  
Please see schedule A

B. Trademark Registration No.(s)  
Please see schedule A

5. Please mail documents back to:

Calendar/Docketing Dept.  
Pillsbury Madison & Sutro LLP  
Post Office Box 7880  
San Francisco, CA 94120

6. Number of applications and registrations involved: 24

7. Amount of fee enclosed: \$ 615.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 72269-026-1591/RLK/CEP/IMB.

09/08/1999 JSHABAZZ 00000022 75436252

01 FC:481      40.00 OP  
02 FC:482      575.00 OP

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.

Signature

Total number of pages including cover sheet, attachments and document. (excluding duplicate cover sheet)

6

Attorney: Caroline E. Papas

Date: September 2, 1999

Atty/Sec: \_\_\_\_\_

Tel: (415) 983-6187

Fax: (415) 983-1200

**GetSmart.com, Inc.**  
**Recordation of Change of Name**  
**Schedule A**

**Applications:**

	<u>Mark</u>	<u>Serial No.</u>
1.	ANOTHER GETSMART MARKETPLACE	75/436,252
2.	AUTOLEASEFINDER	75/503,877
3.	AUTOLOANFINDER	75/504,022
4.	CREDIT CARD FINDER	75/408,544
5.	DATASMART	75/505,864
6.	DEBTCONSOLIDATIONCENTER	75/505,863
7.	GETSMART AUTOLEASEFINDER	75/503,810
8.	GETSMART AUTOLOANFINDER	75/504,021
9.	GETSMART BUSINESSFINANCEFINDER	75/606,264
10.	GETSMART.COM	75/532,754
11.	GETSMART CREDIT CARD FINDER	75/408,348
12.	GETSMART HOMEFINDER	75/532,750
13.	GETSMART LOANFINDER	75/503,861
14.	GETSMART MORTGAGEFINDER	75/408,540
15.	GETSMART REPORTFINDER	75/532,866
16.	GETSMART STUDENTLOANFINDER	75/503,639
17.	IT'S A BORROWER'S MARKET	75/503,937
18.	MORTGAGE FINDER	75/408,541
19.	MOVER'S AID	75/532,753
20.	REPORTFINDER	75/532,752
21.	SMARTMATCH	75/532,661
22.	STUDENTLOANFINDER	75/503,938
23.	THE SEARCH ENGINE FOR MONEY	75/559,978

**Registration:**

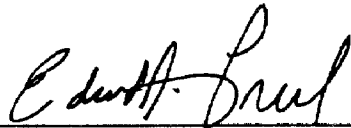
1.	GETSMART	Reg. No. 2,241,814
----	----------	--------------------

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 RESTATED CERTIFICATE OF "BFC ENTERPRISES, INC.", CHANGING ITS NAME FROM "BFC ENTERPRISES, INC." TO "GETSMART.COM, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MARCH, A.D. 1999, AT 4:30 O'CLOCK P.M.



  
Edward J. Freel, Secretary of State

2567459 8100

991217496

AUTHENTICATION: 9776868

DATE: 06-01-99

TRADEMARK  
REEL: 001954 FRAME: 0734

3-17-99

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**BFC ENTERPRISES, INC.**

**THE UNDERSIGNED certifies that:**

(i) They are the duly elected and acting President and Secretary, respectively of BFC Enterprises, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company").

(ii) The date of filing of this Company's original Certificate of Incorporation with the Secretary of State of the State of Delaware is the 5<sup>th</sup> day of December, 1995, under the name "Bill Fisher Company".

(iii) The text of the Certificate of Incorporation of this Company as heretofore amended or supplemented is hereby amended and restated to read in its entirety as follows:

\*\*\*\*\*

"FIRST, the name of the corporation is GetSmart.com, Inc. (the "Company").

SECOND, the address of the registered office of the Company in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at that address is The Corporation Trust Company.

THIRD, the purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH, the total number of shares of all classes of stock which the Company shall have authority issue is Sixteen Million Five Hundred Thousand (16,500,000) shares of Common Stock, each with a par value of One-Tenth of a Cent (\$0.001). The designations, and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Company shall be fixed by, or in the manner provided in, the By-Laws of the Company.

FIFTH, the number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-Laws of the Company.

Election of directors at an annual or special meeting of stockholders need not be by written ballot unless the By-Laws of the Company shall so provide.

SIXTH, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the By-Laws of the Company.

SEVENTH, no director shall be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, that, this paragraph shall not eliminate or limit the liability of director (a) for any branch of such director's duty of loyalty to the Company or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (c) under Section 174 of the General Corporation Law of the State of Delaware or (d) for any transaction from which such director derives an improper personal benefit. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended.

EIGHTH, the Company shall, to the full extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

NINTH, the Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

TENTH, the Company shall have perpetual existence."

\*\*\*\*\*

(iv) The Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation.

(v) The Amended and Restated Certificate of Incorporation has been duly approved by the required vote of the outstanding shares of capital stock entitled to vote in accordance with the Certificate of Incorporation of this Corporation and SECTION 242 + 245 OF the Delaware General Corporation Law.

IN WITNESS HEREOF, this Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of the Certificate of

Incorporation of the Corporation, having been duly executed by its President and Secretary this 16 day of March, 1999.

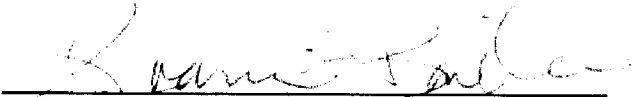
BFC ENTERPRISES, INC.

By:   
Name: James Rowe  
Title: President

By:   
Name: John Clark  
Title: Secretary

CERTIFICATE OF MAILING

I hereby certify that the attached executed Recordation of Change of Name cover sheet, Change of Name Certificate, a check in the amount of \$615.00, a copy of the cover sheet, and a self-addressed stamped postal acknowledgment card are being deposited with the United States Postal Service in an envelope addressed to "U.S. Patent and Trademark Office, Office of Public Records, Attn: Customer Services Counter, 1213 Jefferson Davis Highway, 3rd Floor, Arlington, Virginia 22202" on September 2, 1999.



Ivania M. Bonilla

12989105