

09-09-1999

TRADEMARKS ONLY

TRADEMARKS ONLY

9-7-99

To the Please



101139122

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 16, 1999

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

Name: GetSmart.com, Inc.

Address: 1412 Chapin Avenue, Suite 200
Burlingame, CA 94010

Entity:

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

Citizenship

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

Yes

No

(The attached document must not be an assignment)

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)

75/503,937

B. Trademark Registration No.(s)

6. Number of applications and registrations involved: One (1)

7. Amount of fee enclosed: \$ 40.00

5. Please mail documents back to:
Calendar/Docketing Dept.
Pillsbury Madison & Sutro LLP
235 Montgomery Street
San Francisco, CA 94120-7880

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 72269 /0260910/CEP/KDM

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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.

Signature

Attorney: Caroline E. Papas

Date: 9-2-99

Atty/Sec: _____

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

5

Tel: (415) 983-6187
Fax: (415) 983-1200

NO30 11/1996

File in DUPLICATE with post card receipt

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 5th 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.

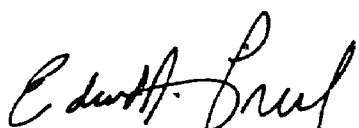
By: J. W. Rowe
Name: James Rowe
Title: President

By: J. Clark
Name: John Clark
Title: Secretary

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

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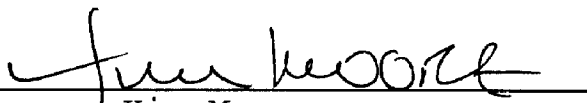
AUTHENTICATION: 9776868

DATE: 06-01-99
TRADEMARK

REEL: 001954 FRAME: 0745

CERTIFICATE OF MAILING

I hereby certify that the attached executed Recordation of Name Change cover sheet, Amended and Restated Certificate of Incorporation, Office of the Secretary of State of Delaware Certification, a check in the amount of \$40.00, 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, VA 22202" on September 2, 1999.



Kim Moore

12988962

RECORDED: 09/07/1999

TRADEMARK
REEL: 001954 FRAME: 0746