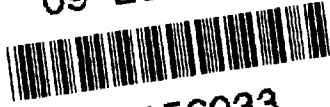


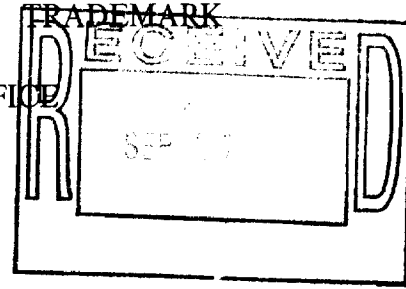
09-28-1999

IN THE



101156933
RECORDATION FORM COVER SHEET

TRADEMARK OFFICE



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
One SW Columbia, Ste. 100
Portland, OR 97258

MRD
9-27-99

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

COLLEGENET, INC.
One SW Columbia, Ste. 100
Portland, OR 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:

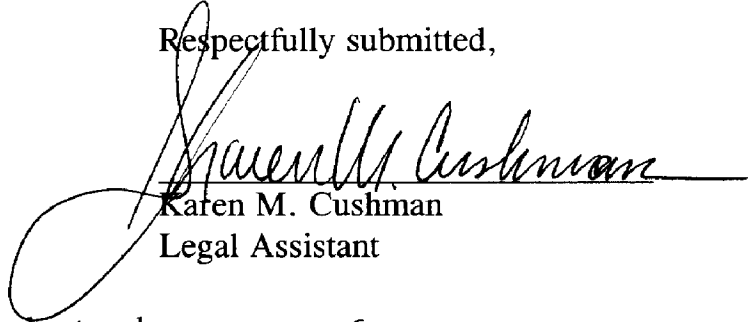
Annette M. Mulee
Stoel Rives LLP
900 S.W. Fifth Avenue, Suite 2300
Portland, Oregon 97204
(503) 224-3380

6. Total number of applications and registrations involved: 1

09/28/1999 MTHA11 00000038 75653832
PortInd2-4217794.1 0015461-00004
01 FC:481 40.00 OP

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: 6

Date: September 21, 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.



0839981 8100

991236039

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9800418

DATE: 06-11-99

TRADEMARK
REEL: 001966 FRAME: 0476

**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

DECLARATION

The undersigned being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that such willful false statements may jeopardize the validity of the application or any resulting registration, declares that he is properly authorized to execute this Declaration on behalf of the applicant; that due to a clerical error, applicant's name and state of incorporation were incorrectly identified in its trademark applications and registrations as Universal Algorithms, Inc., an Oregon corporation, and that the record should reflect the correct name and entity of the applicant as Universal Algorithms Incorporated, a Delaware corporation, for the marks shown in the attached Exhibit "A"; that Universal Algorithms Incorporated changed its name to CollegeNET, Inc. on May 4, 1999 and a certified copy of the name change document is attached hereto; that the facts set forth in this Declaration are true; and that all statements made of his own knowledge are true and all statements made on information and belief are believed to be true.

COLLEGENET, INC., formerly UNIVERSAL
ALGORITHMS INCORPORATED

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

Dated: July 6, 1999

EXHIBIT "A"

<u>Trademark</u>	<u>Serial No</u>	<u>Filing Date</u>	<u>Reg No</u>	<u>Reg Date</u>
PRECISION GUIDES	74/548,253	12JL1994	1,980,163	11JE1996
COLLEGENET	74/669,651	04MY1995	2,045,384	18MR1997
MISCELLANEOUS OWL DESIGN (SURFER)	74/718,881	22AU1995	1,979,900	11JE1996
MISCELLANEOUS OWL DESIGN (GRADUATE)	74/718,883	22AU1995	1,981,278	18JE1996
MISCELLANEOUS DESIGN (DASHBOARD)	75/085,182	08AP1996	2,174,195	21JL1998
APPLYWEB	75/186,750	24OC1996	2,110,674	04NO1997
MACH25	75/200,529	19NO1996	2,116,093	25NO1997
STANDOUT	75/355,756	10SE1997	2,195,782	13OC1998
SPEEDBOOK	75/476,087	28AP1998		
WALL OF FAME	75/491,949	28MY1998		
NET COUNSELOR	75/556,634	22SE1998		
INSIGHT	75/556,635	22SE1998		
COLLEGEBOT	75/556,655	22SE1998		
NET COUNSELING	75/566,636	22SE1998		
NETVIEWBOOK	75/625,284	22JA1999		
HUMANFORM	75/625,288	22JA1999		
E-SPONSE	75/653,832	04MR1999		