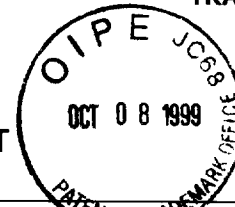


10-18-1999



101173185



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 Mtd. 10/8/99
- 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
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year
 January 26, 1999

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
 January 26, 1999

Name GeoSystems Global Corporation

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 MapQuest.com, Inc.

DBA/AKATA

Composed of

Address (line 1) 3710 Hempland Road

Address (line 2)

Address (line 3) Mountville Pennsylvania 17554

- Individual General Partnership Limited Partnership Association
 - Corporation
 - 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.)

10/18/1999 DNGUYEN 00000014 2129378

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40.00 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
TRADEMARK

REEL: 001975 FRAME: 0203

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"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,129,378"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<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.

Marcia A. Auberger

Name of Person Signing

Marcia A. Auberger

Signature

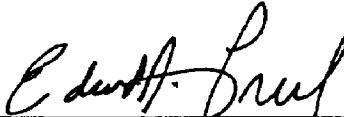
10/21/99

Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

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 "GEOSYSTEMS GLOBAL CORPORATION", CHANGING ITS NAME FROM "GEOSYSTEMS GLOBAL CORPORATION" TO "MAPQUEST.COM, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1999, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2389679 8100

991037319

AUTHENTICATION: 9548562

DATE: 01-29-99

TRADEMARK
REEL: 001975 FRAME: 0205

CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
GEOSYSTEMS GLOBAL CORPORATION

GeoSystems Global Corporation, a Delaware corporation (hereinafter called "Corporation"), hereby certifies that:

FIRST: The Certificate of Incorporation of the Corporation, as heretofore amended, is further amended by striking out Article FIRST of the Certificate of Incorporation and inserting in lieu thereof the following:

FIRST: The name of the Corporation (hereinafter called the "Corporation") is MapQuest.com, Inc.

SECOND: The board of directors of the Corporation, by written consent to such action signed by all the members thereof and filed with the minutes of proceedings of the board, adopted a resolution in which was set forth the foregoing proposed amendment of the Certificate of Incorporation of the Corporation declaring that the said amendment of the Certificate of Incorporation was advisable and directing that it be submitted for action thereon by the stockholders of the Corporation by written consent of the holders of a majority of the shares of stock of the Corporation entitled to vote thereon. Such amendment of the Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD: A consent in writing in accordance with Section 228 of the General Corporation Law of the State of Delaware, setting forth approval of the amendment of the Certificate of Incorporation of the Corporation hereinabove set forth, was signed by the holders of majority of the shares of stock of the Corporation entitled to vote thereon, and such consent is filed with the records of the Corporation.

FOURTH: The amendment of the Certificate of Incorporation of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation in the manner and by the vote required by law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed in its name and on its behalf by James Thomas, COO/CFO of the Corporation, on the 10th day of January, 1999.

GEOSYSTEMS GLOBAL CORPORATION

By 
James Thomas, COO/CFO