

11-02-1999

9-29-99



101189681

To the Honorable Commissioner of Patents and T

nts or copy thereof.

1. Name of conveying party(ies):

Homeowners Direct Corporation

- Individual Association
- General Partnership Limited Partnership

Corporation - State: Delaware

Other: _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name

Other: _____

Execution Date: June 18, 1999

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

Name: Homesite Group Incorporated

Internal Address: _____

Street Address: 99 Bedford St.

City: Boston State: MA Zip: 02111

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership

Corporation - State: Delaware

Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached Yes No

4. Application number(s) or registration number(s)

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75/497,389	75/663,288	75/663,297
75/663,287	75/663,224	75/663,299
75/657,983	75/663,294	75/678,055
75/657,984	75/663,295	75/678,056
75/657,985	75/663,296	
75/663,293	75/663,298	

Additional numbers attached? yes n^o

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Catherine R. Howell, Paralegal

Internal Address: Ropes & Gray

Street Address: 1301 K St., N. W. Suite 800 East

City: Washington, D.C. State: _____ Zip: 20005

6. Total number of applications and registration involved:

..... [17]

7. Total Fee (37 CFR 3.41) \$ 440

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

18-1945

09/30/1999 JSHABAZZ 00000026 181945 75497389

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 CH
400.00 CH

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.

Catherine R. Howell
Name of Person Signing

Catherine R. Howell
Signature

September 29, 1999
Date

Total number of pages including cover sheet, attachments and document: [4]

MHODMA.Wash;7072889;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 "HOMEOWNERS DIRECT CORPORATION", CHANGING ITS NAME FROM "HOMEOWNERS DIRECT CORPORATION" TO "HOMESITE GROUP INCORPORATED", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.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

2735941 8100

991247021

AUTHENTICATION: 9813950
DATE: 06-18-99

CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
HOMEOWNERS DIRECT CORPORATION

HOMEOWNERS DIRECT CORPORATION, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation acting pursuant to Section 141(b) of the General Corporation Law of the State of Delaware adopted the following resolution by unanimous written consent dated June 15, 1999:

RESOLVED: That it is advisable and in the best interest of the Company that the Restated Certificate of Incorporation of this Company be amended. An amendment to Section 1 of the Company's Restated Certificate of Incorporation (the "Amendment") be, and the same is, hereby approved so that the said paragraph as hereby amended shall be and read as follows:

"1. The name of the Corporation is Homesite Group Incorporated.

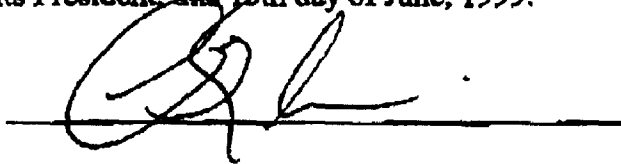
SECOND: That pursuant to the Written Consent of Stockholders dated as of June 15, 1999, the holders of outstanding shares of the Corporation's capital stock possessing all of the voting power consented to the adoption of the foregoing resolution and the amendment contained therein in accordance with the applicable provisions of Section 228 of the General Corporation Law of the State of Delaware; and that the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

HDC RESTATED CERTIFICATE

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/18/1999
991247021 - 2735941

TRADEMARK
REEL: 001982 FRAME: 0954

IN WITNESS WHEREOF, HOMEOWNERS DIRECT CORPORATION has caused this certificate to be signed by Charles L. Kline, its President, this 15th day of June, 1999.



Charles L. Kline
President
Homeowners Direct Corporation

HDC RESTATED CERTIFICATE

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RECORDED: 09/29/1999

TRADEMARK
REEL: 001982 FRAME: 0955