

12-22-1999



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COVER SHEET

NRD 12.3.99

TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- 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
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 002003 FRAME: 0102

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"/>	<input type="text" value="2106713"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.

James F. Donato

12/3/99

Name of Person Signing

Signature

Date Signed

F99052600592

Certificate of Amendment of the Certificate of Incorporation
of
Edmund Publications Corp.

Under Section 805 of the Business Corporation Law

It is hereby certified that:

FIRST: The name of the corporation is Edmund Publications Corp. (the "Corporation").

SECOND: The certificate of incorporation of the Corporation was filed by the Department of State on June 27, 1966 (the "Certificate of Incorporation").

THIRD: The amendments of the Certificate of Incorporation effected by this certificate of amendment are as follows:

- (i) To change the name of the Corporation;
- (ii) To increase the aggregate number of shares which the corporation shall have authority to issue by authorizing 19,999,500 additional shares of the par value of \$0.01 each and of the same class as the presently authorized shares;
- (iii) To change the 400 presently authorized and issued shares from no par value to 400 shares, \$0.01 par value;
- (iv) To change the 100 presently authorized and unissued shares from no par value to 100 shares, \$0.01 par value; and
- (v) To add a provision authorized by Section 615 of the Business Corporations Code permitting shareholder action to be taken without a meeting on written consent, setting forth the action to be taken, signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

FOURTH: To accomplish the foregoing amendments, Articles (1) and (4) of the Certificate of Incorporation, relating to, respectively, (i) the name of the Corporation and (ii) the aggregate number of shares which the corporation is authorized to issue and the par value thereof, are hereby amended to read as follows:

"(1) The name of the corporation is Edmunds.com, Inc."

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"(4) The aggregate number of shares which the Corporation shall have the authority to issue is 20,000,000 shares, all of which shall be common stock and shall have a par value of \$0.01 per share. The par value of each of the 500 shares of common stock authorized by the Certificate of Incorporation prior to this Amendment, including the 400 shares of common stock issued and outstanding as of the date hereof, shall be increased from no par value to \$0.01 per share.

FIFTH: To accomplish the foregoing amendments, the following Article (6) is hereby added to the Certificate of Incorporation:

"(6) Whenever under the Business Corporation Law shareholders of the Corporation are required or permitted to take any action, such action may be taken without a meeting on written consent, setting forth the action to be taken, signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted."

SIXTH: The foregoing amendments of the Certificate of Incorporation of the Corporation were authorized by unanimous written consent of the Board of Directors of the Corporation, followed by unanimous written consent of the shareholders of the Corporation.

The undersigned hereby affirms the foregoing as true under the penalties of perjury.

Signed on May 24, 1999.


Peter Steinlauf, President

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
EDMUND PUBLICATIONS CORP.

FILED
MAY 26 3 13 PM '99

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

BILLED
DELANEY - 30

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JCC

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 28 1999
TAX \$ 6100
BY: SAC

New York

FILED BY:

CORP2000
8337 LAKE FOREST DRIVE
SACRAMENTO, CALIFORNIA 95826

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