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ONLY

02-11-2000



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To the Honorable Commissioner of Pa

attached original documents or copy thereof.

1. Name of conveying party(ies):

Binary Compass Enterprises **JAN 14 AM 10:03**

Address of receiving party(ies):

OPR/FINANCE

- Individual(s)
- General Partnership
- Corporation-State
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

Name: lizRate.com

Internal Address: _____

Street Address: 4052 Redwood Avenue

City: Los Angeles State: CA ZIP: 90066

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California
- Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 10, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,109,142

Additional numbers Yes No

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

Name: Karin E. Peterka, Esq.

Internal Address: Buchalter, Nemer, Fields & Younger

Street Address: 601 South Figueroa Street

Suite 2400

City: Los Angeles State: CA ZIP: 90017

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):\$ \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500977

02/10/2000 DNGUYEN 00000139 2109142

01 FC:481 40.00 DP

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.

Karin E. Peterka, Esq.

Karin E. Peterka

January 10, 2000

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and

3

ENCLOSED - FILED
In the office of the Secretary of State
of the State of California
FEB 11 1999
BILL JONES, Secretary of State

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

The undersigned, Farhad Mohit and Henri Asseily, hereby certify that:

1. They are the President and Secretary, respectively, of Binary Compass Enterprises, a California corporation.

2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

"I

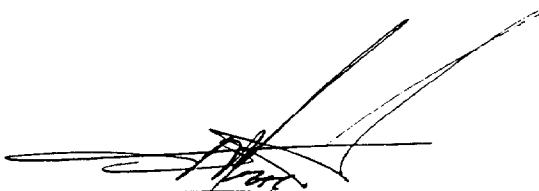
The name of this Corporation is BizRate.com."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

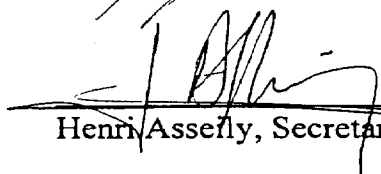
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 5,340,493 shares of Common Stock and 4,184,485 shares of Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding Common Stock and Preferred Stock, voting together.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Amendment are true and correct of their own knowledge.

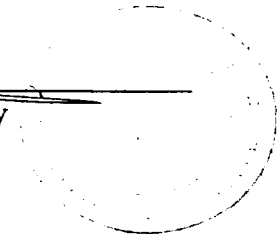
Dated: February 10, 1999



Farhad Mohit, President



Henri Asseily, Secretary



State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 15 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



Bill Jones

Secretary of State