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RECORDATION FORM COVER SHEET

03-17-2000

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of



attached original documents or copy thereof.

1. Name of conveying party(i)

101291586

d address of receiving parties:

XL NETWORKS, INC.

NAME: MEDIA.NET COMMUNICATIONS, INC.

OPR/FINANCE

Internal Address:

Street Address: 100 N. Sepulveda Blvd., 20th Floor

City: El Segundo State: Ca Zip: 90245

Country: USA

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

- Association
- Limited Partnership

Additional name(s) of conveying parties attached?  Yes  No

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State of Delaware
- Other

If Assignee is not domiciled in the United States, a domestic representative designation is attached  yes  no

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

Execution Date: September 9, 1999

4. Application number(s) or Registration number(s):

A. Trademark Application No(s):  
Application No. 75/780993

B. Trademark Registration No(s)

Additional numbers attached?  Yes  No

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

Kristin Freebairn  
Name: RIORDAN & MCKINZIE  
Internal Address:  
Street Address: 300 South Grand Avenue  
29th Floor,  
City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved in this request for Change of Name: [1]

7. Total fee (37 CFR 3.41) ..... \$ 40.00  
 Enclosed Check No. 88270

Any additional fees which may be required are  
 Authorized to be charged to deposit account  
No. \_\_\_\_\_

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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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.

Kristin Freebairn  
Name of Person Signing

*Kristin Freebairn*  
Signature

February 17, 2000  
Date

Total number of pages including cover sheet, attachments, and documents: [5 including check]

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the date needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C., 20503.

Office of the Secretary of State

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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 "XL NETWORKS, INC.", CHANGING ITS NAME FROM "XL NETWORKS, INC." TO "MEDIA.NET COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF SEPTEMBER, A.D. 1999, AT 6 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



2951525 8100

991375469

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

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Edward J. Freel, Secretary of State

AUTHENTICATION: 9962802

DATE: 09-09-99

TRADEMARK  
REEL: 002035 FRAME: 0985

**CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
XL NETWORKS, INC.**

XL NETWORKS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

**FIRST:** The name of the Corporation is XL Networks, Inc.

**SECOND:** The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is October 5, 1998

**THIRD:** This Certificate of Amendment amends certain provisions of the Amended and Restated Certificate of Incorporation of the Corporation (filed with the Secretary of State of the State of Delaware on May 20, 1999) and has been duly adopted by the Board of Directors in accordance with the provisions of Sections 141 of the DGCL, and further adopted in accordance with the provisions of Sections 228 and 242 of the DGCL by the stockholders of the Corporation.

**FOURTH:** Article I and Article IV, respectively, of the Amended and Restated Certificate of Incorporation shall be amended to read in their entirety as follows

**"ARTICLE I**

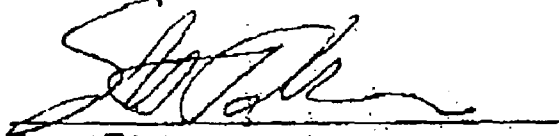
The name of this corporation is MEDIA.NET COMMUNICATIONS, INC."

**"ARTICLE IV**

This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Series A Preferred Stock." The total number of shares which the corporation is authorized to issue is Fifty-Seven Million Two Hundred Ninety-Three Thousand One Hundred Seventy-Seven (57,293,177). Fifty Million (50,000,000) shares shall be Common Stock, each having a par value of one-hundredth of one cent (\$0.0001). Seven Million Two Hundred Ninety-Three Thousand One Hundred Seventy-Seven (7,293,177) shares shall be Series A Preferred Stock, each having a par value of one-hundredth of one cent (\$0.0001)."

IN WITNESS WHEREOF, said Corporation has caused this Certificate of Amendment to be signed by a duly authorized officer of the Company.

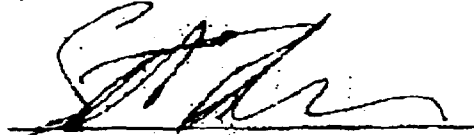
XL NETWORKS, INC.



SCOTT TOLLESON  
President and Chief Executive Officer

Dated: August 31, 1999

ATTEST:



SCOTT TOLLESON  
Secretary