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ADDRESS.

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

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Record to correct Assignee's

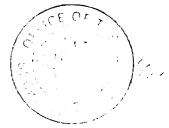
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Correspond	ent Name and Address Area Gods and	Telephone Number 317-231-74	39		
Name [Julia Smor Gard				
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Address (line 3)	Indianapolis, Indiana 46204				
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(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 10-0435					
	Authorization to	charge additional fees: Yes	XX 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					
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SECRETARY OF STATE

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

That the attached transcript of ______ page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

SEAL OF THE OF T

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

NOV 0 1 1999

Secretary of State

OSP 99 1827

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CERTIFICATE OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF INTERNET TRAVEL NETWORK

FILED & Consider of the State of California

JUL 1 6 1999

The undersigned, Gadi Maier and Ken Pelowski, hereby certify that:

Rel (1986), a saighting of State

- 1. They are the duly elected and acting President and Secretary, respectively, of Internet Travel Network, a California corporation (the "Corporation").
- 2. Article one of the Articles of Incorporation of the Corporation is amended to read as follows:

"The name of the Corporation is GetThere.Com."

- 3. The foregoing amendment of the Articles of Incorporation has been duly approved by the corporation's Board of Directors.
- 4. The foregoing amendment of the Articles of Incorporation has been duly approved by the holders of the requisite number of shares of the Corporation in accordance with the Corporation's Articles of Incorporation and Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of each class entitled to vote with respect to the foregoing amendment was 7,124,710 shares of Common Stock, 3,705,991 shares of Series A Preferred, 3,914,448 shares of Series B Preferred and 4,110,875 shares of Series C Preferred. No shares of Series D1 Preferred or Series D2 Preferred were outstanding. The number of shares voting in favor of the amendment equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock and Preferred Stock, voting together as a single class.

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We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct and of our own knowledge.

Executed at Palo Alto, California, on <u>July 15</u>, 1999.

Gadi Maier, President

Ken Pelowski, Secretary

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RECORDED: 03/20/2000