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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
TOK VENTURES, INC.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

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

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

Name: ShopTok, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 370 7th Street  
City: San Francisco State: CA ZIP: 94103

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

OPR/FINANCE  
APR 21 PM 3:09

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: July 30, 1999

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

A. Trademark Application No.(s)

75/752,189  
75/752,179  
75/751,145

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)

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

Name: Andrew P. Bridges / John L. Slafsky  
Internal Address: Wilson Sonsini Goodrich & Rosati  
\_\_\_\_\_  
\_\_\_\_\_  
Street Address: 650 Page Mill Road  
\_\_\_\_\_  
\_\_\_\_\_  
City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of applications and/or registrations involved: ..... 3

7. Total fee (37 CFR 3.41) ..... \$ 90.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: if fee insufficient please use  
23-2415 Attn: 23279-900  
(Attach duplicate copy of this page if paying by deposit account)

05/11/2000 DNGUYEN 00000037 75752189  
01 FC:481 40.00 OP  
02 FC:482 50.00 OP

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.

John L. Slafsky                      John L. Slafsky                      April 17, 2000  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 5

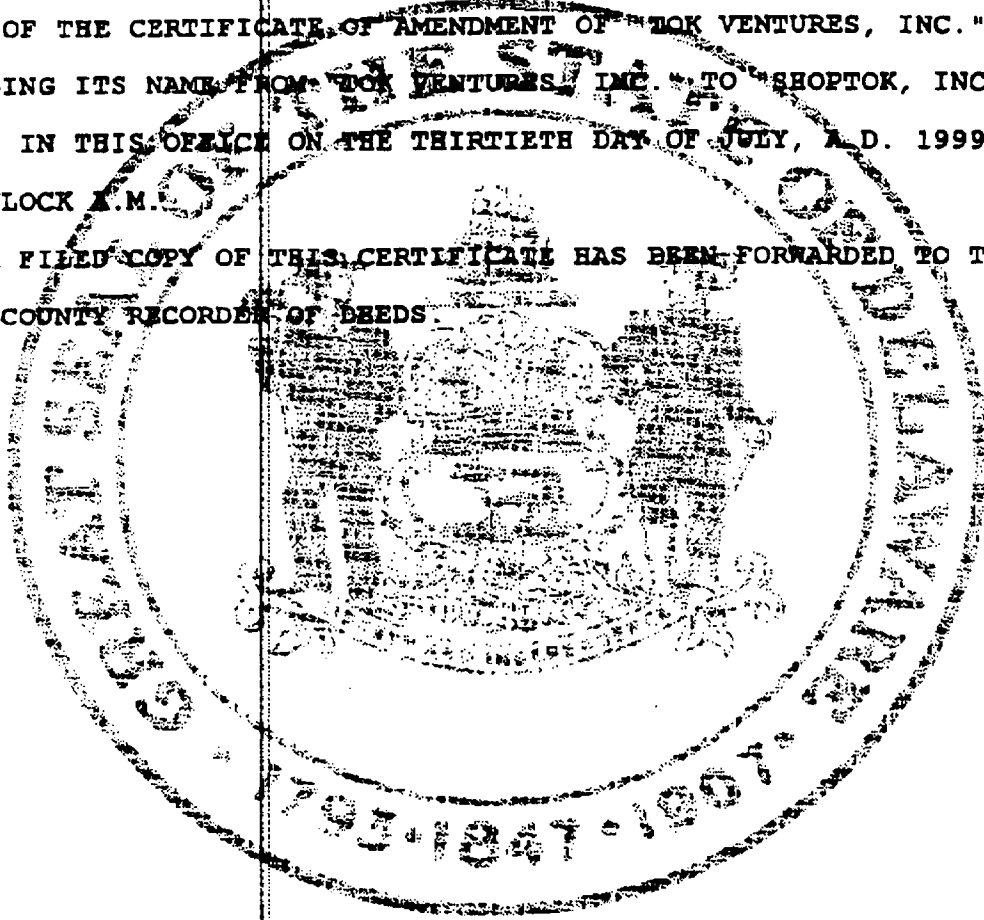
Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

State of Delaware

Office of the Secretary of State PAGE 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 "TOK VENTURES, INC.", CHANGING ITS NAME FROM "TOK VENTURES, INC." TO "SHOPTOK, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JULY, A. D. 1999, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 9897011

DATE: 07-30-99

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Received Time Aug. 2. 8:28AM

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
TOK VENTURES, INC.**

Tok Ventures, 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 the following:


FIRST: 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 April 22, 1999.

SECOND: That Article I of the Certificate of Incorporation of this corporation is amended to read in its entirety as follows:

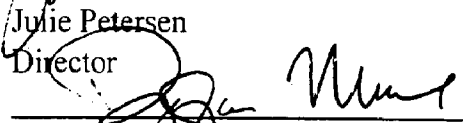
The name of the corporation is ShopTok, Inc.

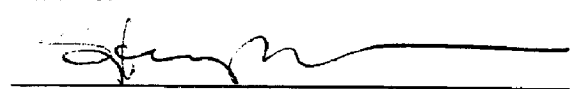
THIRD: The amendment to the Certificate of Incorporation of the corporation set forth in this Certificate of Amendment has been duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware by the Board of Directors of the Corporation having duly adopted a resolution setting forth such amendment and declaring its advisability. The Corporation has not received any payment for any of its stock.

IN WITNESS WHEREOF, the undersigned have hereunto signed this certificate this 20th day of July 1999, and affirm the statements contained herein as true under penalties of perjury.

  
\_\_\_\_\_  
Tracy Cohen  
Director

  
\_\_\_\_\_  
Julie Petersen  
Director

  
\_\_\_\_\_  
Doug Muis  
Director

  
\_\_\_\_\_  
Steve Campbell  
Director

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RECORDED: 04/21/2000

TRADEMARK  
REEL: 002070 FRAME: 0241