

DATE OF DEPOSIT: May 31, 2000

06-26-2000

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HEET

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Handwritten initials and date: J.T.G. 6.1.00

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof. Unless filed with a new application, mail to: BOX ASSIGNMENT, Commissioner of Patents and Trademarks, Washington, D.C. 20231.

<p>1. Name of conveying part(ies): ShopNow.com Inc.</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving part(ies):</p> <p>Network Commerce Inc., a Washington corporation 411 First Avenue South, Suite 200N Seattle, Washington 98104</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: May 17, 2000</p>	
<p>4. Application Number(s) or Trademark Number(s)</p> <p>A. U.S. Trademark Registration No.(s) SEE ATTACHED SCHEDULE A</p> <p>B. U.S. Trademark Application No.(s) SEE ATTACHED SCHEDULE A Additional Numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning this document should be mailed:</p> <p>Name: Bruce T. Goto Riddell Williams P.S. 1001 Fourth Avenue Plaza Suite 4500 Seattle, Washington 98154-1065</p>	<p>6. Total number of U.S. trademark applications and U.S. trademarks involved: Fifteen (15)</p> <p>7. Total fee (37 C.F.R. 3.41) \$390 (\$40.00 for 1st in document/ \$25 for each subsequent in document) Check No. <u>53063</u> is enclosed in this amount</p> <p>8. The Commissioner is hereby authorized to charge any deficiency or credit any overpayment to deposit account number: 50-0946</p>
DO NOT USE THIS SPACE	
<p>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.</p>	
<p><u>Bruce T. Goto</u> Name of Person Signing</p>	<p><u><i>Bruce T. Goto</i></u> Signature</p>
<p><u>May 31, 2000</u> Date</p>	
Total Number of pages including cover sheet, attachments and document: Four (4)	

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TRADEMARK
REEL: 002092 FRAME: 0258

Schedule A

Trademark/Service Mark Registrations owned by ShopNow.com Inc. (formerly TechWave Inc.)

MARK	CLASS	REGISTRATION NUMBER	REGISTRATION DATE
INTERNET MALL	35	2,153,259	April 28, 1998
SHOPNOW	42	2,188,095	September 8, 1998
TECHWAVE	35	2,223,192	February 9, 1999
TECHWAVE	41	2,211,487	December 15, 998
TECHWAVE	42	2,229,333	March 2, 1999
THE LEARNING CENTER	35	2,286,064	October 12, 1999

Trademark/Service Mark Applications owned by ShopNow.com Inc. (formerly known as TechWave Inc.)

MARK	CLASS	APPLICATION NUMBER	FILING DATE
BARTERNOW.COM	35	75/892,959	January 10, 2000
B2BNOW.COM	35	75/892,958	January 10, 2000
COMMERCETRUST	35	75/499,213	June 8, 1998
MYSHOPNOW.COM	42	75/669,814	March 29, 1999
NETCOMMERCE.COM	42	75/932,753	March 1, 2000
NETGREETING	42	75/269,601	April 4, 1997
SHOPNOW.COM	42	75/647,740	February 25, 1999
TECHWAVE	9	75/131,983	July 10, 1996
UBARTERNOW	35	75/892,751	January 10, 2000

STATE of WASHINGTON



SECRETARY of STATE

L RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby certify by this certificate that the attached is a true and correct copy of

ARTICLES OF AMENDMENT

of

SHOPNOW.COM INC.

(CHANGING NAME TO NETWORK COMMERCE INC.)

as filed in this office on May 17, 2000.



Date: May 17, 2000

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Ralph Munro, Secretary of State

200-001

**CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
SHOPNOW.COM INC.**

FILED
STATE OF WASHINGTON
MAY 17 2000
RALPH MUNRO
SECRETARY OF STATE

ShopNow.com Inc., a corporation organized and existing under the Business Corporation Act of the State of Washington, does hereby certify that:

1. A resolution setting forth the following amendment to the corporation's Articles of Incorporation and declaring the advisability of such amendment was duly adopted by the corporation's Board of Directors by the unanimous consent of its members, filed with the minutes of the Board, in accordance with the applicable provisions of Section 23B.10.020 of the Washington Business Corporation Act:

Article 1 of the Articles of Incorporation of this corporation is hereby amended in its entirety to read as follows:

"The name of this corporation is Network Commerce Inc."

2. Shareholder action was not required pursuant to the provisions of RCW 23B.06.020(4).

IN WITNESS WHEREOF, ShopNow.com Inc. has caused this Certificate to be signed by its duly authorized officer this 15th day of May 2000.

SHOPNOW.COM INC.

By Alan Koslow
Alan Koslow, Secretary