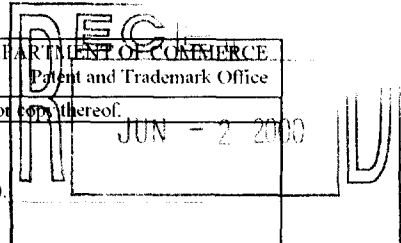


07-10-2000

Form PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



WRD
6:2:00

To the Honorable Commissioner

101398293

original documents or copy thereof.
receiving party(ies):

1. Name of conveying party(ies):

net.Genesis Corp.
150 CambridgePark Drive
Cambridge, Massachusetts 02140

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **DELAWARE**
 Other:
Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: **FEBRUARY 29, 2000**

Name: **NetGenesis Corp.**

Internal Address:

Street Address: **150 CambridgePark Drive, 3rd Floor**

City: **Cambridge** State: **MA** Zip: **02140**

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

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

A. Trademark Application No.(s)
Serial No. 75/851,880 – ADSMARTS – Class 9

B. Trademark registration No.(s)
No. 2,320,673 – DESIGN FOR ANALYSIS – Classes 41, 42

Additional numbers attached? Yes No

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

Name: **LAWRENCE R. ROBINS**

Internal Address: **HINCKLEY, ALLEN & SNYDER LLP**

Street Address: **28 STATE STREET**

City: **BOSTON** State: **MA** Zip: **02109**

6. Total number of applications and registrations involved: [**29**]

7. Total fee (37 CFR 3.41) \$ **740.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: **500485**
(Attach duplicate copy of this page if paying by deposit account)

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.

LAWRENCE R. ROBINS
Name of Person Signing

Signature

MAY 30, 2000
Date

Total number of pages comprising cover sheet [**2**]

OMB No. 0651-0011 (exp. 4-94)

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

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Washington, D.C. 20231

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07/06/2000 DNGUYEN 00000213 75851880

01 FC:481 40.00 DP
02 FC:482 700.00 DP

TRADEMARK
REEL: 002097 FRAME: 0661

<u>MARK</u>	<u>APPLICATION NO.</u>	<u>CLASS</u>
BANKSMARTS	75/851,817	Class 9
CAMPAIGNSMARTS	75/852,041	Class 9
CARTSMARTS	75/799,212	Class 9
CUSTOMERSMARTS	75/852,107	Class 9
FASTPATH	75/851,881	Class 42
GOALSMARTS	75/851,879	Class 9
INFRAMATION	75/886,046	Classes 9, 42
INFRAMARKETING	75//886,045	Classes 9, 42
INFRAMETRICS	75/934,793	Classes 9, 42
LOYALTYSMARTS	75/851,882	Class 9
METRICSMARTS	75/852,111	Class 9
MONEYSMARTS	75/852,043	Class 9
NETANALYSIS	75/677,366	Class 9
NET.GENESIS & Design	75/677,356	Classes 9, 42
NET.INSTRUMENT	75/902,297	Class 9
NET.STREAM	75/570,712	Class 9
PROFILESMARTS	75/852,109	Class 9
PROFITSMARTS	75/852,108	Class 9
REPORTSITE	75/457,093	Class 9
STRATEGICPATH	75/935,822	Class 42
TARGETSMARTS	75/852,100	Class 9
THE E-CUSTOMER INTELLIGENCE EXPERTS	75/851,883	Class 42
THE START OF SMART	75/884,949	Class 42
TRADESMARTS	75/852,110	Class 9
	<u>REGISTRATION NO.</u>	
DFA	2,324,491	Class 42
NET.ANALYSIS	2,042,528	Class 9
NET.GENESIS	1,989,334	Classes 9, 42

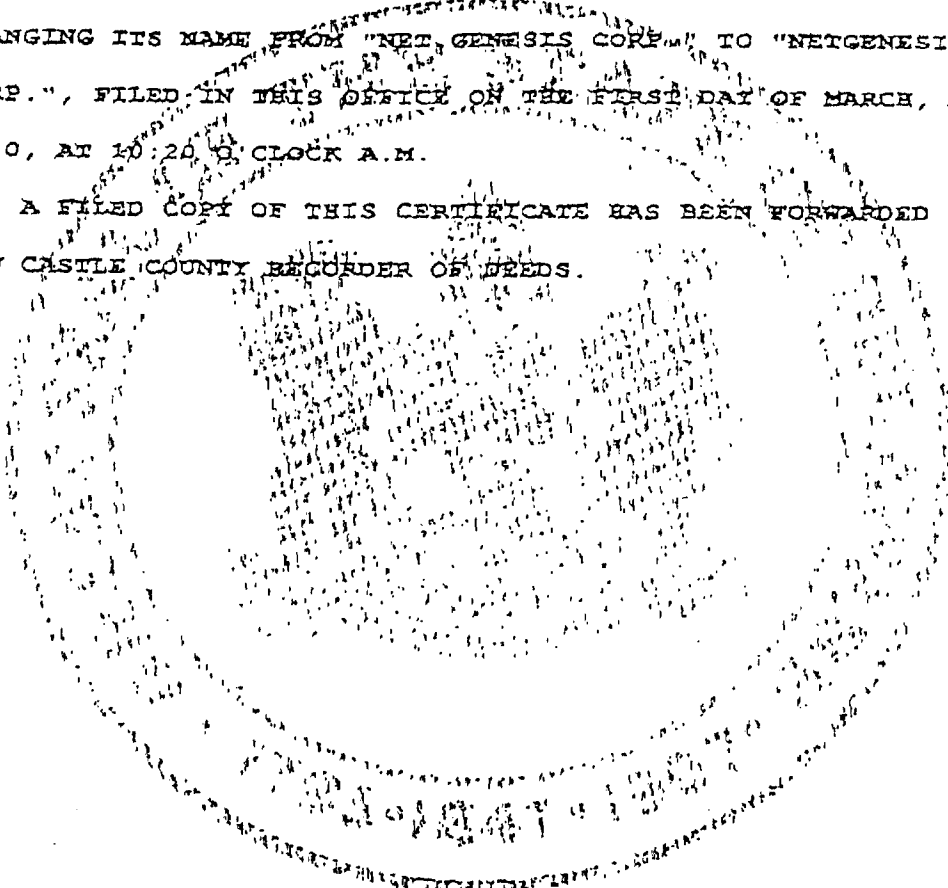
State of Delaware

PAGE 1

Office of the Secretary of State

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 "NET.GENESIS CORP.", CHANGING ITS NAME FROM "NET.GENESIS CORP." TO "NETGENESIS CORP.", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2000, AT 10:20 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2400113 8100

001103101

AUTHENTICATION:

0288658

DATE:

03-01-00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
NET.GENESIS CORP.

net Genesis Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation has adopted by written consent the following resolution:

RESOLVED: The Board of Directors of the Corporation declares it to be advisable to further amend Article FIRST of the Corporation's Fifth Amended and Restated Certificate of Incorporation, as heretofore amended (the "Charter") to change the name of the Corporation to "NetGenesis Corp."

RESOLVED: That the foregoing proposed amendment to the Charter (the "Amendment") be submitted to the stockholders of the Corporation for their consideration.

SECOND: That the Corporation's Fifth Amended and Restated Certificate of Incorporation be amended by deleting the current Article FIRST therefrom and substituting therefor the following:

"The name of the Corporation is NetGenesis Corp."

THIRD: That said amendment has been consented to and authorized by a majority of the holders of the issued and outstanding shares of common stock, par value \$,001 ("Common Stock") by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

FOURTH: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

04/11/00 TUE 15:07 FAX
FROM CORPORATION TRUST DOVER DE.

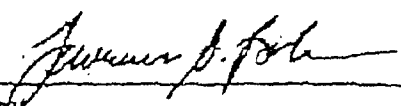
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FOLEY HOAG & ELIOT LLP

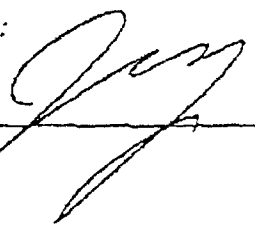
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003

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Lawrence S. Bohm, its President, and attested to by John Delea, its Secretary, this 29th day of February, 2000.



President

Attested by:


Secretary