

07-17-2000



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U.S. Department of Commerce
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Conveying Party Mark if additional names of conveying parties attached

Name Execution Date
 Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached

Name

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Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

07/17/2000 HSCUTT 00000209 75416394 FOR OFFICE USE ONLY

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Address (line 1)

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Correspondent Name and Address

Area Code and Telephone Number

(650) 494-0600

Name

Diane L. Kort, Esq.

Address (line 1)

Fenwick & West LLP

Address (line 2)

Two Palo Alto Square, Suite 800

Address (line 3)

Palo Alto, CA 94306

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

2

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trade Application Number(s)

Registration Number(s)

75/416,394

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

50-0261

Authorization to charge additional fees:

Yes 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 indicated herein.

Diane L. Kort, Esq.

Name of Person Signing



Signature

June 14, 2000

Date Signed

Express Mail mailing label No. E588056195US

Date of Deposit 6-15-00

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Postal Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to Assistant Commissioner for Trademark, 2900 Crystal Dr. Arlington, VA 22202-3513.

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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 "AFFILIATION NETWORKS, INC.", CHANGING ITS NAME FROM "AFFILIATION NETWORKS, INC." TO "SNOWBALL.COM, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

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



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

Edward J. Freel, Secretary of State

2989120 8100

991396805

AUTHENTICATION: 9984348

DATE: 09-22-99

TRADEMARK
REEL: 002101 FRAME: 0931

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AFFILIATION NETWORKS, INC.

Affiliation Networks, Inc. a Delaware corporation, does hereby certify that the following amendment to the corporation's Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law, with the approval of such amendment by the corporation's stockholders having been given by written consent without a meeting in accordance with Sections 228(d) and 242 of the Delaware General Corporation Law:

Article I of the Amended and Restated Certificate of Incorporation, is amended to read in its entirety as follows:

"The name of this corporation is Snowball.com, Inc."

IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 1st day of September, 1999 and the foregoing facts stated herein are true and correct.

AFFILIATION NETWORKS, INC.

By: 

Mark Jung, President