

07-24-2000



101411687

HEET

Docket No.: D

ILY 6.21.00

Tab settings

To the Honorable Commissioner of

the attached original documents or copy thereof.

1. Name of conveying party(ies):

eCollege.com, Inc.

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other CERTIFICATE OF AMENDMENT
- Merger
- Change of Name

Execution Date: October 7, 1999

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

Name: eCollege.com

Internal Address:

Street Address: 10200 A East Girard Avenue

City: Denver

State: CO ZIP: 80231

Individual(s) citizenship

Association

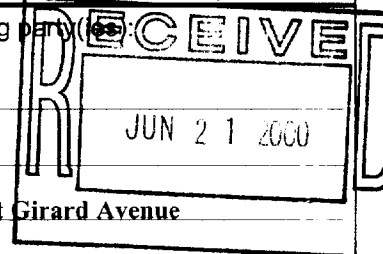
General Partnership

Limited Partnership

Corporation-State Delaware

Other

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No



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

A. Trademark Application No.(s)

75/734,596 75/734,449 75/734,593
75/734,595 75/734,542 75/734,149
75/734/592 75/734,594

Additional numbers

B. Trademark Registration No.(s)

Yes No

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

Name: Lisa A. Osman

Internal Address: Dorsey & Whitney LLP

Street Address: 370 17th Street, Suite 4400

City: Denver State: CO ZIP: 80202

6. Total number of applications and registrations involved:.....

8

7. Total fee (37 CFR 3.41):.....\$ \$215.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

04-1415

07/21/2000 RSCUTT 00000146 75/734596

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 175.00 OP

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.

Lisa A. Osman

Name of Person Signing

Signature

June 21, 2000

Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARK

REEL: 002107 FRAME: 0136

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 "ECOLLEGE.COM, INC.", CHANGING ITS NAME FROM "ECOLLEGE.COM, INC." TO "ECOLLEGE.COM", FILED IN THIS OFFICE ON THE SEVENTH DAY OF OCTOBER, A.D. 1999, AT 10 O'CLOCK A.M.

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



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

3026779 8100

991424048

AUTHENTICATION: 0015732

DATE: 10-07-99

TRADEMARK
REEL: 002107 FRAME: 0137

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
eCOLLEGE.COM, INC.**

eCollege.com, Inc., a Delaware corporation, hereby certifies as follows:

ONE: The name of the corporation is eCollege.com, Inc. (the "Corporation"). The original Certificate of Incorporation of the Corporation was filed with the Delaware Secretary of State on May 11, 1999, and subsequently amended and restated on June 22, 1999.

TWO: This Certificate of Amendment to the Amended and Restated Certificate of Incorporation amends certain provisions of the Amended and Restated Certificate of Incorporation of the Corporation, and has been duly adopted in accordance with Sections 141, 228, and 242 of the General Corporation Law of the State of Delaware.

THREE: In accordance with Section 102(a)(1) of the General Corporation Law of the State of Delaware, the Corporation hereby certifies that its total assets are not less than \$10,000,000.

FOUR: Articles I and II of the Amended and Restated Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

"ARTICLE I

Name

The name of the Corporation is eCollege.com."

ARTICLE II

Registered Office

The address of the registered office of the Corporation in the State of Delaware is 9 East Lockerman, City of Dover, County of Kent, Delaware 19901, and the name of the registered agent at such address is National Registered Agents, Inc."

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 10/07/1999
991424018 - 3026779

FEB-28-2000 MON 10:47 AM ECOLLEGE

FAX NO. 303 873 7449

P. 04
P. 04

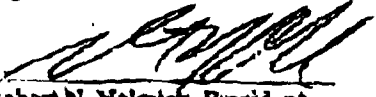
OCT-07-99 THU 09:36 NOR PH# 734-1450

FAX NO. 3027341476


P. 03

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to its Amended and Restated Certificate of Incorporation to be signed by its President and Chief Executive Officer, and its Secretary, in Denver, Colorado, as of this 12th day of October, 1999.

eCollege.com, Inc.

By: 
Robert N. Helmick, President
and Chief Executive Officer

ATTEST:


John V. Helmick, Secretary

Handwritten: Cert. of Amend to Amended & Restated Cert. of Incg 991006 doc

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[signature page to follow]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to its Amended and Restated Certificate of Incorporation to be signed by its President and Chief Executive Officer, and its Secretary, in Denver, Colorado, as of this 16th day of October, 1999.

eCollege.com, Inc.

By: 
Robert N. Helmick, President
and Chief Executive Officer

ATTEST:


John V. Helmick, Secretary