

07-28-2000

COVER SHEET

Docket No.:

123991

ONLY 6.30.00



Tab settings

To the Honorable Commissioner

101417265

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Harris Black International Ltd.

- 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
- Merger
- Change of Name

Execution Date: June 7, 1999

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

Name: Harris Interactive Inc.

Internal Address:

Street Address: 135 Corporate Woods

City: Rochester State: NY ZIP: 14623

- 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 N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

75/640,298

B. Trademark Registration No.(s)

Additional numbers Yes No

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

Name: Neal L. Slifkin, Esq.

Internal Address:

Street Address: The Granite Building

130 E. Main Street

City: Rochester State: NY ZIP: 14604

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

1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-0865

DO NOT USE THIS SPACE

07/27/2000 MTHRI1 00000133 75640298

01 FC:481

40.00 DP

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.

Neal L. Slifkin, Esq.

Name of Person Signing

Neal L. Slifkin

Signature

6/29/00

Date

Total number of pages including cover sheet, attachments, and

6

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 "HARRIS BLACK INTERNATIONAL LTD.", CHANGING ITS NAME FROM "HARRIS BLACK INTERNATIONAL LTD." TO "HARRIS INTERACTIVE INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JUNE, 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 that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2767916 8100

991227946

AUTHENTICATION: 9790563

DATE: 06-08-99

TRADEMARK
REEL: 002109 FRAME: 0909

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
HARRIS BLACK INTERNATIONAL LTD.**

HARRIS BLACK INTERNATIONAL LTD. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of said Corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said Corporation and declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article 1 thereof so that, as amended, said Article shall read as follows:

1. The of name of the Corporation is HARRIS INTERACTIVE INC.

SECOND: That in lieu of a meeting and vote of shareholders, written consent to said amendment has been signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and such written consent has been delivered in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

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

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said HARRIS BLACK INTERNATIONAL LTD. has caused this Certificate of Amendment to be signed by Bruce A. Newman, its Secretary/Treasurer, this 7th day of June, 1999 and he does hereby affirm the truth of the statements contained herein under penalty of perjury.

/s/ Bruce A. Newman
Bruce A. Newman, Secretary/Treasurer

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/s/ Bruce A. Newman
Bruce A. Newman, Secretary/Treasurer