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7-17-00

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

<p>1. Name of conveying party(ies): Engage Technologies, Inc.</p> <p>Individual(s) Association General Partnership Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware Other</p> <p>Additional name(s) of conveying party(ies) attached? Yes No <input checked="" type="checkbox"/></p> <p>3. Nature of conveyance Assignment Merger Security Agreement <input checked="" type="checkbox"/> Change of Name Other</p> <p>Execution Date: April 28, 2000</p>	<p>2. Name and address of receiving party(ies): Name: Engage, Inc.</p> <p>Internal Address: Street Address: 100 Brickstone Square City: Andover State: MA ZIP: 01810</p> <p>Individual(s) citizenship Association General Partnership Limited Partnership <input checked="" type="checkbox"/> Corporation State Delaware Other</p> <p>If assignee is not domiciled in the United States a domestic representative designation is attached: Yes No <input checked="" type="checkbox"/></p> <p>(Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? Yes No <input checked="" type="checkbox"/></p>
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No(s) 75/779,180 75/779,181 75/689,038 75/779,179 75/687,145 75/686,990</p> <p>Additional numbers attached? Yes No <input checked="" type="checkbox"/></p>	<p>B. Trademark Registration No(s) 2,319,667 2,259,819 2,259,810 1,821,040 2,263,468</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Tracy Rollins</p> <p>Internal Address: <i>08/08/2000 DEBITAL STAMPS RECEIVED</i> <i>DE 10:44</i></p> <p>Street Address: Palmer & Dodge LLP One Beacon Street</p> <p>City: Boston State: MA ZIP: 02108</p>	<p>6. Total number of applications and registrations involved: 11</p> <p>7. Total fee (37 CFR 3.41) \$ 290</p> <p><input checked="" type="checkbox"/> Enclosed Authorized to be charged to deposit account</p> <p>8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)</p>
<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>Name of Person Signing Tracy Rollins Signature <i>Tracy Rollins</i> Date 7/13/00</p> <p>Total number of pages comprising cover sheet attachments and document</p>	

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 "ENGAGE TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "ENGAGE TECHNOLOGIES, INC." TO "ENGAGE, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2000, AT 11 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0544165
DATE: 07-07-00

TRADEMARK
REEL: 002117 FRAME: 0028

CERTIFICATE OF AMENDMENT
OF
SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ENGAGE TECHNOLOGIES, INC.

Pursuant to Section 242
of the General Corporation Law of
the State of Delaware

Engage Technologies, Inc. (hereinafter called the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

At a meeting of the Board of Directors of the Corporation a resolution was duly adopted, pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth certain amendments to the Second Amended and Restated Certificate of Incorporation of the Corporation and declaring said amendments to be advisable. The stockholders of the Corporation duly approved said proposed amendments in accordance with Section 242 of the General Corporation Law of the State of Delaware by special meeting in accordance with Section 242 of the General Corporation Law of the State of Delaware. The resolutions setting forth the amendments are as follows:

RESOLVED: That Article FIRST of the Second Amended and Restated Certificate of Incorporation of the Corporation be and hereby is deleted in its entirety and the following paragraph is inserted in lieu thereof:

FIRST. The name of the Corporation is:

Engage, Inc.

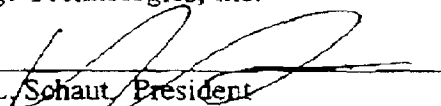
FURTHER RESOLVED: That the first paragraph of Article FOURTH of the Second Amended and Restated Certificate of Incorporation of the Corporation be and hereby is deleted in its entirety and the following paragraph is inserted in lieu thereof:

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 355,000,000 shares, consisting of (i) 350,000,000 shares of Common Stock, \$.01 par value per share ("Common Stock"), and (ii) 5,000,000 shares of Preferred Stock, \$.01 par value per share ("Preferred Stock").

RESOLVED: That this Certificate of Amendment of Second Amended and Restated Certificate of Incorporation shall be effective on April 28, 2000 at 2:00 p.m. Eastern Standard Time.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President this 27th day of April, 2000.

Engage Technologies, Inc.

By: 
Paul L. Schaut, President