

TRADEMARKS ONLY



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To the Honor
Please record

101447861

MRD 7-24-00

1. Name of Party(ies) conveying an interest:

SmartAge Corp.

Entity:

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

3. Interest Conveyed:

- Assignment Change of Name
- Security Agreement Merger
- Other

Execution Date

February 8, 1999

2. Name and Address of Party(ies) receiving an interest:

Name: SmartAge.com Corp.

Address: 303 2nd Street, South Tower, 5th Floor
San Francisco, California 94107

Entity:

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

Citizenship: Delaware

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(The attached document must **not** be an assignment)

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)

75/654,588
75/681,071

B. Trademark Registration No.(s)

RN 2,262,495

5. Please mail documents back to:

Calendar/Docketing Dept.
Pillsbury Madison & Sutro LLP
Post Office Box 7880
San Francisco, CA 94120

6. Number of applications and registrations involved: 3

7. Amount of fee enclosed: \$ 90.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 73626-025-7581/RLK/JEG/RLT.

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.

08/18/2000 MTHAI1 00000125 75654588

01 FC:481
02 FC:482

40.00 OP
50.00 OP

Total number of pages including cover sheet, attachments and document. (excluding duplicate cover sheet)

3

Signature

Attorney: Jason E. Garcia

Date: July 17, 2000

Atty/Sec: _____

Tel: (415) 983-1287

Fax: (415) 983-1200

State of Delaware

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 "SMARTAGE CORP.", CHANGING ITS NAME FROM "SMARTAGE CORP." TO "SMARTAGE.COM CORP.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State 0277133

2848511 8100

001092575

AUTHENTICATION: 02-24-00

DATE:

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/24/2000
001092575 - 2848511

CERTIFICATE OF AMENDMENT

OF

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

SMARTAGE CORP.

SmartAge Corp., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

I. The Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on October 4, 1999 under its current name.

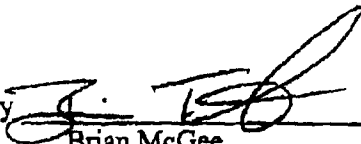
II. The Amendment to the Amended and Restated Certificate of Incorporation of the Corporation as set forth below has been duly adopted in accordance with the provisions of Section 242, and has been consented to in writing by the stockholders of the Corporation, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

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

"ARTICLE I: The Name of the Company is SmartAge.com Corp."

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by Brian McGee, its authorized officer, on this 2nd day of February, 2000.

SMARTAGE CORP.

By 
Brian McGee
Vice President of Finance