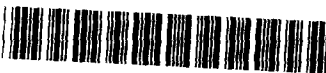


09-19-2000

Docket No.:



101462968

Tab settings

To the Honorable Commissioner of Patents,

Attached original documents or copy thereof.

1. Name of conveying party(ies): eCollege.com, Inc.

MPD 8.31.00

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

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other CERTIFICATE OF AMENDMENT

Execution Date: October 7, 1999

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

A. Trademark Application No.(s)
75/601,557

Additional numbers Yes No

B. Trademark Registration No.(s)

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:..... 1

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

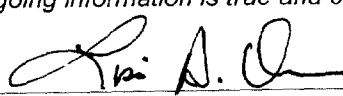
Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
04-1415

09/18/2000 NTHA11 00000515 75601557 DO NOT USE THIS SPACE

01 FC:481 40.00 (IP)

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  8/21/00

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and 6

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.



Edward J. Freel, Secretary of State

3026779 8100

991424048

AUTHENTICATION: 0015732

DATE: 10-07-99

**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

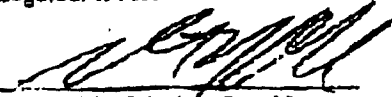
Registered Office

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

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 7th day of October, 1999.

eCollege.com, Inc.

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

ATTEST:


John V. Helmick, Secretary

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
eCollege.com, Inc.**

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"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 Loockerman, City of Dover, County of Kent, Delaware 19901, and the name of the registered agent at such address is National Registered Agents, Inc."

[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