

10-25-2000



101496104

To the Honorable Commissioner of
thereof.

I the attached original documents or copy

1. Name of conveying party(ies):
e-motion.com, inc.

Individual(s) Association

General Partnership Limited Partnership
 Corporation-State - Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes
 No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
Other _____

Execution Date: August 11, 1999

2. Name and address of receiving party(ies):
Name: lucy.com, inc.

Internal Address: _____

Street Address: 1400 SW 5th Avenue, Suite 400

City: Portland State: OREGON ZIP 97201

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

If assignee is not domiciled in the United States, a domestic
representative designation is attached:
 Yes No
(Designation must be a separate document from Assignment).
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/758,937, 75/758,762 and 75/758,757

Additional numbers attached? Yes No

U.S. 10-10-00
B. Trademark Registration No.(s)

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

Internal Address: Five Palo Alto Square

Street Address: 3000 El Camino Real

City: Palo Alto State: CA ZIP 94306-2155

6. Total number of applications and registration
involved: 3

7. Total fee (37 CFR 3.41):.....
\$ 90.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by
deposit account)

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.

Jamie Shelden 10/6/00
Jamie R. Shelden Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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 RESTATED CERTIFICATE OF "E-MOTION.COM, INC.", CHANGING ITS NAME FROM "E-MOTION.COM, INC." TO "LUCY.COM, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF AUGUST, A.D. 1999, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

3033513 8100

001497629

AUTHENTICATION: 0711865

DATE: 10-03-00

TRADEMARK
REEL: 002160 FRAME: 0664

**SECOND RESTATED CERTIFICATE OF INCORPORATION
OF
e-motion.com, inc.**

Susanna Levin and Stephen Hochman hereby certify that:

ONE: The original name of this corporation is e-motion.com (Delaware), inc. and the date of filing the original Certificate of Incorporation of this corporation with the Secretary of State of the State of Delaware is April 22, 1999. The date of filing the Restated Certificate of Incorporation of this corporation with the Secretary of State of the State of Delaware is August 11 1999.

TWO: They are the duly elected and acting President and Secretary, respectively, of e-motion.com, mc., a Delaware corporation.

THREE: The Restated Certificate of Incorporation of this corporation is hereby amended and restated to read as follows:

I.

The name of the corporation is **lucy.com, Inc.** (the "Corporation" or the "Company").

II.

The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle.

The name of the Corporation's registered agent at said address is Corporation Service Company.

III.

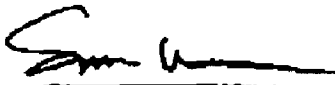
The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

IV.

A. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is Fifty Eight Million (58,000,000) shares, Forty-five Million (45,000,000) shares of which shall be Common Stock (the "Common Stock") and Thirteen Million (13,000,000) shares of which shall be Preferred Stock (the "Preferred Stock"). The Preferred Stock shall have a par value of \$0.001 per share and the Common Stock shall have a par value of \$0.001 per share.


IN WITNESS WHEREOF, e-motion.com, Inc. has caused this Second Restated Certificate of Incorporation to be signed by the President and the Secretary in Portland, Oregon this 11th day of August 1999.

e-motion.com, Inc.

By: 

Susanna Levin
President and Chief Executive
Officer

ATTEST:

By: 

Stephen D. Hochman
Secretary

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91DC011 DOC

NO. 4769 P. 2

AUG. 13. 1999 12:39PM CORP SERVICES CO

RECORDED: 10/10/2000

TRADEMARK
REEL: 002160 FRAME: 0666