

RECORDATION FORM COVER
TRADEMARKS ONL

10-31-2000

MMERCE
ark Office



To the Honorable Commissioner of Patents and Trademarks. Please recor

1. Name of conveying party(ies): **No Wonder, Inc.** **9.26.00**

Individual(s) Association
 General Partnership Limited Partnership
 Corporate - State: **Delaware**

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

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **June 16, 2000**

2. **101500859**

Name: **ePeople, Inc.**

Internal Address:
 Street Address: **450 National Avenue**
 City: **Mountain View**

State: **California** Zip: **94043-2388**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporate - State: **Delaware**
 Other

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s): **8**

A. Trademark Application Nos.:

- 1. **76/036,700** 6. **75/816,801**
- 2. **76/066,474** 7. **75/451,087**
- 3. **75/380,405** 8. **75/431,251**
- 4. **76/066,430**
- 5. **76/069,812**

B. Trademark Registration No.(s)

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

Name: **Eliane Setton, Esq.**
 Internal Address: **GRAY CARY WARE & FREIDENRICH**
400 Hamilton Avenue
Palo Alto, CA 94301-1823

6. Total number of applications and registrations involved: **8**

7. Total fee (37 CFR 3.41) \$ 215.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: **07-1907**. Please debit any underpayment or credit any overpayment to the above deposit account.

GRAY CARY WARE & FREIDENRICH
 (Attach duplicate 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

Name of Person Signing: **Eliane Setton, Esq.**

Signature:

Date: **September 25, 2000**

Total number of pages comprising cover sheet: [4]

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

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 "NO WONDER, INC.", CHANGING ITS NAME FROM "NO WONDER, INC." TO "EPEOPLE, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JUNE, A.D. 2000, AT 9:01 O'CLOCK A.M.

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



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

Edward J. Freel, Secretary of State

2796791 8100

001308255

AUTHENTICATION: 0504138

DATE: 06-19-00

TRADEMARK
REEL: 002164 FRAME: 0627

SECOND AMENDMENT TO
FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF

NO WONDER, INC.

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

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Anthony Lye, President of No Wonder, Inc. (hereinafter called the "Corporation"), organized and existing under the General Corporation Law of the State of Delaware, in accordance with the provisions of Section 103 thereof, DOES HEREBY CERTIFY:

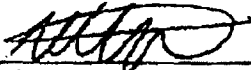
That (a) the Board of Directors at a meeting held on March 7, 2000 duly adopted a resolution pursuant to Section 242 of the General Corporation Law of the State of Delaware proposing that this Second Amendment to the Fourth Amended and Restated Certificate of Incorporation (the "Amendment") be approved and declaring the adoption of such Amendment to be advisable; and (b) the stockholders of the Corporation duly approved this Amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the Amendment is as follows:

"RESOLVED, that Article FIRST of the Fourth Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on December 23, 1999 is hereby amended to read in full as follows:

FIRST: The name of the Corporation is: ePeople, Inc.

IN WITNESS WHEREOF, the Corporation has caused this Second Amendment to Fourth Amended and Restated Certificate of Incorporation to be signed by its President this 15th day of June, 2000.

NO WONDER, INC.

By: 
Anthony Lye, President