

9.5.00

11-17-2000

Docket No.:



Tab settings

To the Honorable Commissioner of Patents

101519301

Attached original documents or copy thereof.

1. Name of conveying party(ies):

eCollege.com, Inc.

- Individual(s)
- General 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 No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

3 Nature of conveyance:

- Assignment
- Security Agreement
- Other **CERTIFICATE OF AMENDMENT**
- Merger
- Change of Name

Execution Date: October 7, 1999

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

A. Trademark Application No.(s)

See attached Exhibit A

B. Trademark Registration No.(s)

75791042

Additional numbers Yes No

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:.....

24

7. Total fee (37 CFR 3.41):.....\$ 615.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

04-1415

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.

Lisa A. Osman

Name of Person Signing

Signature

September 1, 2000

Date

Total number of pages including cover sheet, attachments, and

7

TRADEMARK

REEL: 002176 FRAME: 0431

EXHIBIT A**TO RECORDATION FORM COVER SHEET**

	Name	Class	Serial No.	Docket
1.	ECOLLEGE CAMPUS GATEWAY	9	75/791,042	81128
2.	ECOLLEGE CAMPUS GATEWAY	41	75/791,041	81124
3.	ECOLLEGE CAMPUS GATEWAY	42	75/791,040	81109
4.	ECOLLEGE CAMPUS LINKS	9	75/791,039	81131
5.	ECOLLEGE CAMPUS LINKS	41	75/791,038	81127
6.	ECOLLEGE CAMPUS LINKS	42	75/791,037	81123
7.	ECOLLEGE ECOURSE	9	75/789,989	81088
8.	ECOLLEGE ECOURSE	41	75/789,990	81091
9.	ECOLLEGE ECOURSE	42	75/789,991	81094
10.	ECOLLEGE CAMPUS	9	75/791,045	81130
11.	ECOLLEGE CAMPUS	41	75/791,044	81126
12.	ECOLLEGE CAMPUS	42	75/791,043	81111
13.	ECOLLEGE CUSTOM CAMPUS	9	75/791,036	81129
14.	ECOLLEGE CUSTOM CAMPUS	41	75/791,035	81125
15.	ECOLLEGE CUSTOM CAMPUS	42	75/791,034	81110
16.	ECOLLEGE ECOMPANION	9	75/789,947	81087
17.	ECOLLEGE ECOMPANION	41	75/789,948	81090
18.	ECOLLEGE ECOMPANION	42	75/791,492	81093
19.	ECOLLEGE ETEACHING SOLUTIONS	9	75/789,372	81097
20.	ECOLLEGE ETEACHING SOLUTIONS	41	75/789,373	81098
21.	ECOLLEGE ETEACHING SOLUTIONS	42	75/789,946	81099
22.	ECOLLEGE ETOOLKIT	9	75/789,886	81086
23.	ECOLLEGE ETOOLKIT	41	75/789,887	81089
24.	ECOLLEGE ETOOLKIT	42	75/789,806	81092

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.



A handwritten signature in cursive script, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

3026779 8100
991424048

AUTHENTICATION: 0015732
DATE: 10-07-99

TRADEMARK
REEL: 002176 FRAME: 0433

OCT-07-99 THU 09:35

NCR PH# 734-1450

FAX NO. 3027341478

P. 02

**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

FEB-28-2000 MON 10:47 AM ECOLLEGE
OCT-11-99 MON 14:43

FAX NO. 303 873 7449

P. 04
P. 04

OCT-07-99 THU 09:36

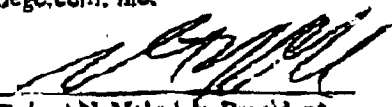
NOR PH# 734-1450

FAX NO. 3027341476

P. 03

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 12 day of October, 1999.

eCollege.com, Inc.

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

ATTEST:


John V. Helmick, Secretary

1346 Incorporation Cert. of Amend to Amended & Restated Cert. of Incg 951026.doc

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[signature page to follow]

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

ATTEST:


John V. Helmick, Secretary