


| | | | |
|--|--|---|--|
| FORM PTO-1594 | | U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office | |
| RECORDATION FORM COVER SHEET | | Attorney Docket No. | |
| TRADEMARKS ONLY | | | |
| To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof. | | | |
| 1. Name(s) of conveying party(ies): Stairsteps.com, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation (State of Delaware) Other: _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | 2. Name(s) and address(es) of receiving party(ies): Name: <u>Headsprout, Inc.</u> Address: <u>2211 East Madison Street</u> <u>Seattle, Washington 98112</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation (State of Delaware) <input type="checkbox"/> Other: If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name Other: _____ Execution Date: <u>June 8, 2000</u> | | | |
| 4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75-716250, 75-729073, 75-811760, 75-811759 | | B. Trademark Registration No.(s) Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Martin R. Greenstein, Esq.</u> Address: <u>TechMark</u> <u>55 South Market Street, 16th Floor</u> <u>San Jose, California 95113</u> | | 6. Total number of applications and registrations involved: <u>4</u> 7. Total fee (37 CFR 3.41): <u>\$ 115</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Authorized to be charged to deposit account only if fee is deficient 8. Deposit account number: <u>20-0330</u> | |
| 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. <u>Martin R. Greenstein</u> Name of Person Signing | |  Signature | |
| | | <u>February 12, 2000</u> Date | |
| Total number of pages including cover sheet, attachments, and document: 3 | | | |

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 "STAIRSTEPS.COM, INC.", CHANGING ITS NAME FROM "STAIRSTEPS.COM, INC." TO "HEADSPROUT, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JUNE, 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.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

3038405 8100

001294234

AUTHENTICATION: 0489690

DATE: TRADEMARK 00

REEL: 002192 FRAME: 0377

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/08/2000
001294234 - 3038405

--- CUST SERVICE

002

CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
STAIRSTEPS.COM, INC.

(Pursuant to Section 245 of General Corporation Law of the State of Delaware)

StairSteps.com, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation Law"), certifies as follows:

1. The Corporation's Certificate of Incorporation was first filed with the Delaware Secretary of State on May 5, 1999, pursuant to the Corporation Law.
2. The Corporation's Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors and stockholders in accordance with Sections 242 and 245 of the Corporation Law and filed with the Delaware Secretary of State on June 6, 1999.
3. The Board of Directors of the Corporation on June 7, 2000 duly adopted resolutions pursuant to Section 242 and 245 of the Corporation Law approving the amendment and restatement of the Corporation's Amended and Restated Certificate of Incorporation to change the Corporation's name from StairSteps.com, Inc. to Headsprout, Inc. and to increase the authorized Common Stock of the Corporation to 20,000,000 shares and the authorized Preferred Stock to 10,000,000 shares, to designate a Series B Preferred Stock and to establish the rights, preferences and privileges of such Series B Preferred Stock. The stockholders of the Corporation on June 7, 2000 duly approved such amendment and restatement of the Amended and Restated Certificate of Incorporation by written consent in accordance with Sections 228, 242 and 245 of the Corporation Law.
4. The Corporation's Amended and Restated Certificate of Incorporation is amended and restated to read in its entirety as set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by a duly authorized officer on this 8th day of June, 2000.

STAIRSTEPS.COM, INC.

By: 

David Anderson, Vice President of Business
Development