

12-28-2000

1-31-92

TRADEMA

To the Honorable Commissioner of Patents and Trademarks



nts or copy hereof.

1. Name of conveying party(ies):

Media Metrix, Inc.

12-15-00

101564730

party(ies):

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

Name: Jupiter Media Metrix, Inc.

Address: 21 Astor Place
6th Floor

New York, New York 10003

- 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

(Designations must be a separate document from Assignment)

Additional name(s) & addresses attached?

Yes No

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

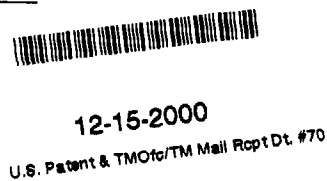
Execution Date: October 4, 2000

A. Trademark Application No.(s)

75/650,332

B. Trademark Registration No.(s)

2,172,301



Additional Numbers attached? Yes No

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

Name: Mark N. Mutterperl

Internal Address: Fulbright & Jaworski L.L.P.

Street Address: 666 Fifth Avenue

City: New York State: NY Zip: 10103

6. Total number of applications and registration involved: 18

7. Total fee (37 CFR 3.41) \$ 465.00

Enclosed

Authorized to be charged to deposit account
(Only if total fee is not sufficient)

8. Deposit account number:

[NUMBER] 50.0624

(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.

Mark N. Mutterperl

Name of Person Signing

Signature

December 15, 2000

Date

Total number of pages comprising cover sheet:

SCHEDULE OF US MARKS FOR MEDIA METRIX

MARK	APPLICATION NO.	REG. NO.
BROWSER MAGIC	75/170,091	2,172,301
RELEVANT KNOWLEDGE (STYLIZED)	75/212,457	2,132,258
RELEVANT KNOWLEDGE AND DESIGN	75/555,796	2,396,885
THE POWER OF RELEVANT KNOWLEDGE	75/650,332	
THE POWER OF RELEVANT KNOWLEDGE MEDIA METRIX	75/678,370	
E-TRENDS	75/510,310	2,369,291
E-TRENDS	75/510,311	2,365,161
E-TRENDS AND DESIGN	75/551,835	
MEDIA METRIX	75/335,828	2,303,265
MEDIA METRIX FIVE HUNDRED 500 (& DESIGN)	75/424,075	
PC-METER	74/677,135	1,969,980
MMXI	75/923,159	
ADCENSUS	75/902,566	
AR & DESIGN	75/643,159	
ADRELEVANCE	75/643,158	
AD ALERT	75/928,673	
MYMETRIX	75/650,346	
JUPITER MEDIA METRIX	76/111,346	

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 "MEDIA METRIX, INC.", CHANGING ITS NAME FROM "MEDIA METRIX, INC." TO "JUPITER MEDIA METRIX, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF OCTOBER, A.D. 2000, AT 4 O'CLOCK P.M.



2733805 8100

001595148

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

Edward J. Freel, Secretary of State
AUTHENTICATION: 0836969

DATE: 12-06-00

TRADEMARK
REEL: 002202 FRAME: 0226

CERTIFICATE OF AMENDMENT
OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MEDIA METRIX, INC.

MEDIA METRIX, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors of the Corporation (the "Board"), by the written consent of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

"RESOLVED, that, pursuant to Section 242(b) of the Delaware General Corporation Law, the Board of Directors of the Company hereby declares it advisable that Article First of the Amended and Restated Certificate be amended to read in its entirety as follows:

"FIRST: The name of the corporation is JUPITER MEDIA METRIX, INC. (the "Corporation");

and that Section 1 of Article Fourth of the Amended and Restated Certificate be amended to read in its entirety as follows:

"FOURTH: Section 1. CLASSES AND NUMBER OF SHARES The total number of shares of all classes of stock which the Corporation has authority to issue is 160 million (160,000,000) shares of which 150 million shares shall be Common Stock, par value \$.01 per share (the "Common Stock") and 10 million (10,000,000) shares shall be Preferred Stock, par value \$.01 per share, which shall have such designations as may be authorized by the Board of Directors from time to time (the "Preferred Stock")."

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to submit the foregoing amendments to the Amended and Restated Certificate to a vote of the stockholders of the Company in accordance with the requirements of the Delaware General Corporation Law and the By-Laws of the Company; and it is further

RESOLVED, that, subject to stockholder approval of the foregoing amendments, each of the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company to execute a Second Amended and Restated Certificate of Incorporation reflecting such amendment, with such changes therein and additions thereto as the officer or officers executing the same may in his, her or their discretion deem appropriate, the execution thereof by such officer or officers of the Company to be conclusive evidence of the approval by the Company of the terms and conditions thereof; and it is further

RESOLVED, that following approval of the foregoing amendments by the stockholders of the Company, the Board of Directors may cause a Second Amended and Restated Certificate of Incorporation reflecting such amendment to be filed with the Secretary of State of the State of Delaware at any time prior to the effective time of the Merger, and that notwithstanding approval of the foregoing amendment by the stockholders of the Company, the Board of Directors may, at any time prior to the filing of the Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, abandon the filing of the Second Amended and Restated Certificate of Incorporation without further action by the stockholders of the Company."

SECOND: That by meeting and vote of stockholders, the stockholders have given consent to said amendments in accordance with the requirements of the Delaware General Corporation Law and the By-laws of the Corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed and attested by its duly authorized officers, this 20th day of September, 2000.

MEDIA METRIX, INC.

By: /s/ Tod Johnson
Tod Johnson
Chief Executive Officer