

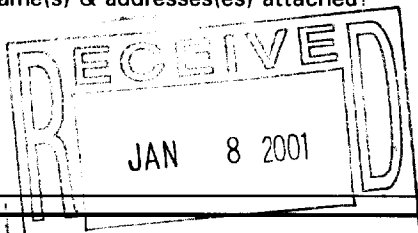
FORM PTO-1594 (Modified)
U.S. DEPARTMENT OF COMMERCE
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94) / . 8 . 01



101591899

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>Name: Gomez Advisors, Inc.</p> <p>Internal Address: Lincoln North 55 Old Bedford Road Lincoln, Massachusetts 01773</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation - <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: October 11, 2000</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Gomez, Inc.</p> <p>Internal Address: 600 Lincoln Street Waltham, Massachusetts 02451</p> <p><input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - <input type="checkbox"/> Other - LLC, State of New York</p> <p>If assignee is not domiciled in the United States, a domestic Designation is attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document form)</p> <p>Additional name(s) & addresses(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <div style="text-align: center;">  </div>
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4. Application number(s) or registration number(s):

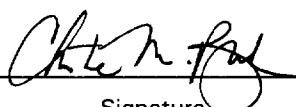
<p>A. Trademark Application No.(s) Serial No. 75/777888 and Serial No. 75/777947</p>	<p>B. Trademark Registration No.(s)</p>
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Christine M. Baker, Esq. Address: MINTZ, LEVIN, COHN, FERRIS GLOVSKY and POPEO, P.C. One Financial Center Boston, MA 02111</p> <p>01/23/2001 GTOW11 00000249 7577888</p> <p>01 FC:481 40.00 OP 02 FC:482 25.00 OP</p>	<p>6. Total number of applications and trademarks involved: [2]</p> <p>7. Total fee (37 CFR 3.41) \$65.00</p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Should the amount of the enclosed fee be insufficient, the Commissioner is hereby authorized to charge the balance due to the deposit account of the undersigned.</p> <p>8. Deposit Account No: 50-0311</p>
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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.

Christine M. Baker		January 5, 2001
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and document: [8]

Mail to: Box ASSIGNMENT
Commissioner of Patents and Trademarks
Washington, D.C. 20231

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "GOMEZ, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF MAY, A.D. 1997, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-SECOND DAY OF JANUARY, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SECOND DAY OF JANUARY, A.D. 1999, AT 9:01 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE SIXTH DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-NINTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF



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

Edward J. Freel, Secretary of State

2753634 8310

AUTHENTICATION: 0738220

001522257

DATE: 10-17-00

TRADEMARK
REEL: 002217 FRAME: 0618

Office of the Secretary of State

OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF
DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTEENTH DAY OF
FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "GOMEZ
ADVISORS, INC." TO "GOMEZ, INC.", FILED THE ELEVENTH DAY OF
OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE ELEVENTH DAY OF
OCTOBER, A.D. 2000, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.



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

Edward J. Freel, Secretary of State

2753634 8310

AUTHENTICATION: 0738220

001522257

DATE: 10-17-00

TRADEMARK
REEL: 002217 FRAME: 0619

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 "GOMEZ ADVISORS, INC.", CHANGING ITS NAME FROM "GOMEZ ADVISORS, INC." TO "GOMEZ, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF OCTOBER, 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.



2753634 8100

001513184

Edward J. Freel, Secretary of State

AUTHENTICATION: 0729139

DATE: 10-11-00

TRADEMARK
REEL: 002217 FRAME: 0620

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GOMEZ ADVISORS, INC.**

Adopted in accordance with the
provisions of Sections 242 and 245
of the General Corporation Law of the State of Delaware

Gomez Advisors, Inc., a Delaware corporation, hereby certifies as follows:

1. The name of the corporation is Gomez Advisors, Inc. (the "Corporation"). The date of filing of the Certificate of Incorporation of the Corporation with the secretary of State of the State of Delaware was May 22, 1997.

2. A Restated Certificate of Incorporation and a Certificate of Designation were filed on October 29, 1999. Said Restated Certificate of Incorporation was amended on December 30, 1999 and February 15, 2000.

3. This Amended and Restated Certificate of Incorporation amends, restates and integrates the provisions of the Certificate of Incorporation of said Corporation and has been duly adopted pursuant to resolutions adopted by the Board of Directors and Stockholders of the corporation in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law").

3. The text of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

FIRST: The name of the corporation is Gomez, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is c/o United Corporate Services, Inc., 15 East North Street in the City of Dover, County of Kent. The name of its registered agent at that address is United Corporate Services, Inc.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world. viz: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 100,000,000 shares, of which (i) 80,000,000 shares shall be classified as

Common Stock, \$.0001 par value per share ("Common Stock") and (ii) 20,000,000 shares shall be classified as Preferred Stock, \$.01 par value per share ("Preferred Stock").

The following is a statement of the designations, preferences and relative participating or other special rights, and the limitations or restrictions, if any, in respect of each class of capital stock of the Corporation.

A. COMMON STOCK.

1. General. The voting, dividend and liquidation rights of the holders of Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors of the Corporation (the "Board") upon any issuance of the Preferred Stock of any series.

2. Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of stockholders. There shall be no cumulative voting.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board and subject to any preferential dividend rights of any then outstanding Preferred Stock.

4. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential or participating rights of any then outstanding Preferred Stock.

B. PREFERRED STOCK.

1. General. The Preferred Stock may be issued in one or more series. The number, designation and all of the powers, preferences and rights and the qualifications, limitations or restrictions of the shares of any series of Preferred Stock may be fixed by the Board as provided in section 151 of the DGCL. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly so provided. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the capital stock of the Corporation entitled to vote thereon, without a vote of the holders of the Preferred Stock or of any series thereof, voting as a separate class, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

2. Designation. Of the 20,000,000 shares of Preferred Stock, an aggregate of 7,310,000 shares are designated as set forth in this Article FOURTH, paragraph B. There is hereby established a series of Preferred Stock designated the "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"), consisting of 10,000 shares of Preferred Stock, \$.01 par value per share, and having the relative rights, designations, preferences, qualifications, privileges, limitations, and restrictions applicable thereto as set forth on Exhibit A attached

hereto and made a part hereof. There is hereby established a series of Preferred Stock designated the "Series B Convertible Preferred Stock" (the "Series B Preferred Stock"), consisting of 1,300,000 shares of Preferred Stock, \$.01 par value per share, and having the relative rights, designations, preferences, qualifications, privileges, limitations, and restrictions applicable thereto as set forth on Exhibit B attached hereto and made a part hereof. There is hereby established a series of Preferred Stock designated the "Series C Convertible Preferred Stock" (the "Series C Preferred Stock"), consisting of 6,000,000 shares of Preferred Stock, \$.01 par value per share, and having the relative rights, designations, preferences, qualifications, privileges, limitations, and restrictions applicable thereto as set forth on Exhibit C attached hereto and made a part hereof.

FIFTH: The number of directors constituting the entire Board shall be not less than three nor more than nine as determined from time to time by resolution of the Board. The Board shall consist of three classes, designated as Class I, Class II, and Class III, respectively, with the size of each class determined from time to time by resolution of the Board. Each of such classes shall consist of a number of directors as equal as possible, with no class having more than one director more than any other class. Except for the initial directors in each class who shall have terms of office of one, two and three years, respectively, each class of directors shall thereafter have a term of office of three years and until their respective successors shall have been elected and qualified or until a director's earlier resignation or removal. Any director may resign at any time upon notice to the Corporation.

SIXTH: All action required or permitted to be taken by the Corporation's stockholders shall be effected either at a duly called Annual or Special Meeting or by consent of the stockholders, as provided in Section 228 of the DGCL.

SEVENTH: The Corporation shall to the fullest extent permitted by Section 145 of the DGCL, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

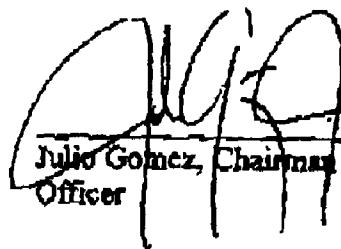
EIGHTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of the DGCL order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors or stockholders or class of stockholders of this Corporation, as the case may be, and also on this

Corporation.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred upon stockholders, directors and officers are subject to this reservation.

TENTH: The Board is expressly authorized (by action taken by a majority of the entire Board) to make, alter, amend or repeal the Bylaws of the Corporation in a manner not inconsistent with the laws of the State of Delaware or this Certificate of Incorporation, subject to the power of the stockholders of the Corporation having voting power to alter, amend or repeal the Bylaws of the corporation.

I, THE UNDERSIGNED, being the President of the corporation, has executed this Amended and Restated Certificate of Incorporation this 11 day of October, 2000 and affirm the contents to be true and correct under the penalties of perjury.


Julio Gomez, Chairman and Chief Executive Officer