

03-29-2001

3/29/2001



101625957

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # 002039 Frame # 0118

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year \_\_\_\_\_
- Merger
- Change of Name
- Other Correction of SN. 75/229,586  
75/229,586

Conveying Party

Mark if additional names of conveying parties attached

Name Auto-By-Tel Corporation Execution Date  
Month Day Year \_\_\_\_\_

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name autobytel.com inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 18872 MacArthur Blvd. 2nd Floor

Address (line 2) \_\_\_\_\_

Address (line 3) Irvine California USA 92612-1400  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

3/30/2001 DT011 00000289 111410 75291586

1 FC: 481 40.00 CH  
2 FC: 484 120.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THE

Mail documents to be recorded with required cover sheet(s) information to:  
ADDRESS: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="757291586"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Tirzah Abe Lowe Tirzah Abe Lowe 3/27/01  
Name of Person Signing Signature Date Signed

*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 "AUTO-BY-TEL CORPORATION", CHANGING ITS NAME FROM "AUTO-BY-TEL CORPORATION" TO "AUTOBYTEL.COM INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JULY, A.D. 1998, AT 5 O'CLOCK P.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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981286281

AUTHENTICATION: 9212901

DATE: 07-23-98

**CERTIFICATE OF AMENDMENT  
OF THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
AUTO-BY-TEL CORPORATION  
A Delaware Corporation**

(Pursuant to Sections 228 and 243 of the General Corporation Law of the State of Delaware)

Auto-By-Tel Corporation, (the "Corporation") a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law").

**DOES HEREBY CERTIFY:**

**FIRST:** That this Corporation was originally incorporated on May 17, 1996 under the name of Auto-By-Tel Corporation, pursuant to the Delaware General Corporation Law.

**SECOND:** That the Board of Directors has duly adopted resolutions proposing to amend this Corporation's Amended and Restated Certificate of Incorporation filed with the Secretary of State of Delaware on April 16, 1998, declaring said amendment to be advisable and in the best interests of this Corporation and its stockholders, and authorizing the appropriate officers of this Corporation to solicit the consent of the stockholders therefor which resolution setting forth the proposed amendment is as follows:

**RESOLVED:** that the Corporation's Amended and Restated Certificate of Incorporation be amended as follows:

**ARTICLE I**

The name of this Corporation is **autobytel.com inc.** (the "Corporation")

**ARTICLE IV**

Article IV(A) of this Corporation's Amended and Restated Certificate of Incorporation is amended to include the following additional sentence at the end of such Article:

"Upon the filing of that certain Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, dated as of July 22, 1998, each three (3) issued and outstanding shares of Common Stock of the Corporation shall be reclassified as and converted into two (2) shares of Common Stock (the "Reverse Split"). Any stock certificate that, immediately prior to this Certificate of Amendment becoming effective pursuant to the Delaware General Corporation Law (the "Effective Time"), represents shares of Common Stock of the Corporation will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of Common Stock as equals the product obtained by multiplying (a) the number of shares of Common Stock represented by such certificate prior to the Effective Time, and (b) 2/3.

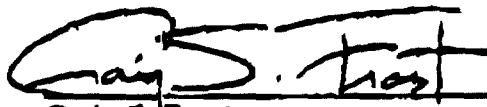
**THIRD:** The foregoing Certificate of Amendment was approved by the holders of the requisite number of shares of said Corporation in accordance with Section 228 of the Delaware General Corporation Law.

**FOURTH:** That said amendments were duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

The undersigned hereby further declare and certify under penalty of perjury under the laws of the State of Delaware that the facts set forth in the foregoing certificate are true and correct of our own knowledge and that this certificate is our act and deed.

**IN WITNESS WHEREOF,** the undersigned have executed and subscribed to this Certificate and does hereby affirm the foregoing as true under penalties of perjury this 22<sup>nd</sup> day of July, 1998.

  
\_\_\_\_\_  
Mark W. Lorimer  
President

  
\_\_\_\_\_  
Craig S. Frost  
Secretary