FORM PTO-1618A Expines 06/30/99 OMB 0651-0027

03-29-2001

U.S. Department of Commerc Patent and Trademark Office TRADEMARK

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## RECORDATION FORM COVER SHEET

	EMARKS ONLY	
	s: Please record the attached original document(s) or copy(les).	
Submission Type	Conveyance Type  Assignment License	
New	Assignment License	
Resubmission (Non-Recordation)	Security Agreement Nunc Pro Tunc Assignment	
Document ID #	Effective Date	
Correction of PTO Error	Merger Month Day Year	
Reel#Frame#	Change of Name	
X Corrective Document Reel # 002039 Frame # 0118	X Other Correction of SN. 75/291,586	
Conveying Party		
	Mark if additional names of conveying parties attached Execution Date  Month Day Year	
Name Auto-By-Tel Corporation		
Formerly		
Individual General Partnership	Limited Partnership X Corporation Association	
Other		
Citizenship/State of Incorporation/Organization Delaware		
Receiving Party  Mark if additional names of receiving parties attached		
Name autobytel.com inc.		
Name autobytel.com inc.		
DBA/AKA/TA		
Composed of		
Address (Nos 1) 18872 MacArthur Blvd. 2nd Floor		
Address (line 2)		
	California USA 92612-1400	
Address (line 3) Irvine	State/Country Zip Code	
Individual General Partnership	Limited Partnership assignment and the receiving party is	
Corporation Association	not domicited in the United States, an appointment of a domestic	
X Corporation Association	representative should be attached.	
Other	(Designation must be a separate document from Assignment)	
Citizenship/State of incorporation/Organiz	cation Delaware	
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gathering the date resided to complete the Cover Sheet. Send comments regarding the date resided to complete the Cover Sheet. Send Comments and Budget, Paperwork Radiadion Project (1981-1927), Weshington, D.C. 20503. Sen ADDRESS.

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

**REEL: 002218 FRAME: 0883** 

Domestic Representative Name and Address Enter for the first Receiving Party only.  Name	FORM PTO-1618B Expires OSISDED GMB 0851-0027	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK		
Address (line 2)  Address (line 3)  Address (line 4)  Correspondent Name and Address Area Code and Telephone Number [949] 760-0404  Name Tizzah Abe Lowe  Address (line 1) 620 Newport Center Drive  Address (line 2) Sixteenth Floor  Address (line 3) Newport Beach, California 92660  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 (g. Do NOT ENTER BOTH numbers for the same purposety).  Trademark Application Number(s) Registration Number (DO NOT ENTER BOTH numbers of the same purposety).  Trademark Application Number(s) Registration Number(s) Registration Number(s)  Trademark Application Number(s)  Trademark Application Number(s)  Registration Number(s)  Registration Number(s)  Registration Number(s)  Address (line 4)  Name attached Application Registration Number (Do NOT ENTER BOTH) numbers attached to the account (Enter for payment by deposit account or if additional fees can be charged to tine account.)  Authorized on to charge additional fees: Yes X 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 hereton.		e Name and Address Enter for the first R	Receiving Party only.		
Address (line 2)  Address (line 4)  Correspondent Name and Address Area Code and Telephone Number [1949] 760-0404  Name Tirzah Abe Lowe  Address (line 1) 620 Newport Center Drive  Address (line 2) Sixteenth Floor  Address (line 3) Newport Beach, California 92660  Address (line 3) Newport Beach, California 92660  Address (line 4)  Pages Enter the total number of pages of the stached conveyance document including any attachments.  Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached Enter either the trademark Application Number of the Registration Number (DO NOT ENTER BOTH numbers for the same property).  Trademark Application Number(s) Registration Number(s)  Trademark Application Number(s) Registration Number(s)  Registration Number(s)  Registration Number(s)  Pee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$40.00  Number of Properties Enter the total number of properties Involved. # 1  Fee Amount (Enter for payment by deposit account or if additional fees can be charged to the account.)  Authorization to charge additional fees: Yes X 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.	Name				
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			Date Signed		

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PAGE

# 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, Secretary of State

2624994 8100

981286281

AUTHENITICATION:

9212901

DATE:

07-23-98

<sub>ЕОМЭ</sub> **TRADEMAR**602.77.3ны REEL: 002218 FRAME: 0885

### CERTIFICATE OF AMENDMENT

#### OF THE

## AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

# AUTO-BY-TEL CORPORATION

(Furnish to Sections 325 and 267 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:

11/8.9 P.6/11

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"Upon the filing of that certain Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, dated an 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 (3) 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

NO.272 P.711

REEL: 002218 FRAME: 0887