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TRADEMARKS ONLY

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

<p>1. Name of conveying party: Performance Systems International, Inc. [X] Corporation of New York</p>	<p>2. Name and address of receiving party: PSINet Inc. 510 Huntmar Park Drive Herndon, VA 22070 [X] Corporation of New York</p>
<p>3. Nature of conveyance: Correction of Name Change recorded on 12/21/95 at Reel/Frame 1419/0325. The previous cover sheet incorrectly identified the following two applications which were not owned by Performance Systems International, Inc.: 74/002889 and 74/002888. The Name Change should have been recorded against Application Serial Nos 75/002889 and 75/002888. We have attached a copy of the Notice of Recordation, but cannot locate the original. Execution Date: 11/11/95</p>	<p>4. Trademark Application Nos.: 75/002,889 and 75/002,888</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Kristen E. Mollnow, Esq. Nixon Peabody LLP Clinton Square Post Office Box 31051 Rochester, New York 14603</p>	<p>6. Total number of Applications involved: 2</p>
<p>7. Total fee (37 CFR 3.41) \$65 [X] \$65 Check is enclosed.</p>	<p>8. Deposit Account Number: 14-1138 [X] Charge any additional fees to account.</p>
<p>DO NOT USE THIS SPACE</p>	

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To the best of my knowledge and belief, the foregoing information is true and correct and that the attached document is a true and correct copy of the original document.

Kristen E. Mollnow

Kristen E. Mollnow

1-10-01

Date

[Total number of pages including Cover Sheet and supporting documentation: 13]

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
PERFORMANCE SYSTEMS INTERNATIONAL, INC.

Under Section 805 of the Business Corporation Law

The undersigned, being the President and Secretary of Performance Systems International, Inc. (the "Corporation"), respectively, in order to amend the Corporation's Certificate of Incorporation, do hereby certify that:

FIRST: The name of the Corporation is Performance Systems International, Inc.

SECOND: The Certificate of Incorporation was filed by the Department of State of the State of New York on October 21, 1988 under the name Graphic Specialty Finishers, Inc.

THIRD: The Certificate of Incorporation is hereby amended to effect the following amendments authorized by the Business Corporation Law:

- (a) To amend Paragraph FIRST to change the name of the Corporation to PSINet Inc.;
- (b) To change Paragraph THIRD regarding the location of the office of the Corporation;
- (c) To amend Paragraph FOURTH, relating to the aggregate number of shares which the Corporation shall have authority to issue, (i) to increase the aggregate number of shares and common shares that the Corporation shall have authority to issue to an aggregate of One Hundred Thirty Million (130,000,000) shares, of which One Hundred

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Million (100,000,000) shares shall be Common Stock, \$.01 par value per share, and Thirty Million (30,000,000) shares shall be Preferred Stock, \$.01 par value per share, by authorizing for issuance an additional Thirty Million (30,000,000) shares, all of which shares shall be Common Stock, \$.01 par value per share;

- (d) To amend Paragraph FIFTH, relating to the terms of directors, to provide (i) for classification of the Board of Directors into two classes, consisting of at least three directors each; and (ii) that the affirmative vote of the holders in respect of at least two-thirds of the outstanding shares of the capital stock of the Corporation is required to amend or repeal the provisions of such Paragraph FIFTH; and
- (e) To amend Paragraph SIXTH, relating to special shareholder meetings and shareholder proposals, to provide that the affirmative vote of the holders in respect of at least two-thirds of the outstanding shares of the capital stock of the Corporation is required to amend or repeal the provisions of Paragraph SIXTH;
- (f) To change Paragraph SEVENTH regarding the address for service of process; and
- (g) To add a new Paragraph TENTH, relating to the amendment of the Corporation's Amended and Restated By-laws, to provide that the affirmative vote of (i) the holders in respect of at least two-thirds of the outstanding shares of the capital stock of the Corporation or (ii) a majority of the Board of Directors is required to amend or repeal the Amended and Restated By-laws or to adopt any new by-laws.

FOURTH: To effect the foregoing:

- (a) Paragraph FIRST is hereby amended in its

entirety to read as follows:

FIRST: The name of the Corporation is PSINet Inc. (the "Corporation").

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(b) Paragraph THIRD is hereby changed in its entirety to read as follows:

THIRD: The office of the Corporation in the State of New York is located in the County of Rensselaer.

(c) The second and third sentences of Paragraph FOURTH are hereby amended in their entirety to read as follows:

FOURTH: The total number of shares of capital stock that the Corporation is authorized to issue is One Hundred Thirty Million (130,000,000). The total number of shares of Common Stock that the Corporation shall have authority to issue is One Hundred Million (100,000,000).

(d) Paragraph FIFTH is hereby amended in its entirety to read as follows:

FIFTH: A. The Board of Directors shall consist of not less than three (3) persons nor more than nine (9) persons, the exact number to be fixed from time to time only by the Board of Directors pursuant to a resolution adopted by a majority vote of the directors then in office. No decrease in the number of directors constituting the Board of Directors or change in the restrictions and qualifications for directors shall shorten the term of any incumbent director.

B. Notwithstanding anything to the contrary in the Amended and Restated By-laws of the Company, directors shall be classified, with respect to the period for which they shall severally hold office, into two classes, each class consisting of at least three (3) directors and to be as nearly equal in number as possible. Each director shall hold office, subject to the transitional provisions described below, for a period expiring at the second annual meeting of shareholders following the first annual meeting of shareholders of the Corporation at which directors of such class have been elected and until such director's successor is elected and qualified. For transitional purposes, the initial classification shall consist of one class of directors elected to a term expiring at the annual meeting of shareholders to be held in 1996 and a second class of directors elected to a term expiring at the annual meeting of shareholders to be held in 1997 and, in each case, until their respective successors have been elected and qualified.

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C. Subject to the rights of holders of any series of Preferred Stock then outstanding and except as otherwise provided by Section 706(d) of the New York Business Corporation Law, any or all of the directors hereafter elected may be removed only for cause at any annual or special meeting of the shareholders by vote of the shareholders entitled to vote thereon. Except as may otherwise be provided by law, for purposes of this paragraph, "cause" shall mean any one of the following: (i) a director is judicially declared to be of unsound mind; (ii) a director is convicted of an offense punishable by imprisonment for a term of more than one year; (iii) a director breaches or fails to perform the statutory duties of that director's office and the breach or failure constitutes self-dealing, willful misconduct or recklessness; or (iv) within 60 days after notice of his or her election, a director does not accept the office either in writing or by attending a meeting of the Board of Directors and fulfilling any other requirements of qualification that the By-laws or the Certificate of Incorporation may provide.

D. Subject to the rights of holders of any series of Preferred Stock then outstanding, newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason, may be filled only by a majority vote of the remaining directors then in office, though less than a quorum. A director elected to fill a newly created directorship or a vacancy in accordance with the first sentence of this paragraph shall hold office until the next annual meeting of shareholders, and until such director's successor has been elected and qualified.

E. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders in respect of at least two-thirds of the outstanding shares of the capital stock of the Corporation entitled to vote in the election of directors shall be required to alter, amend, or adopt any provision inconsistent with or to repeal this Paragraph FIFTH.

(e) Paragraph SIXTH is hereby amended to include a new subparagraph C. to read as follows:

C. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders in respect of at least two-thirds of the outstanding shares of the capital stock of the Corporation entitled to vote in the election of directors shall be required to alter, amend, or adopt any provision inconsistent with or to repeal this Paragraph SIXTH.

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(f) Paragraph SEVENTH is hereby changed in its entirety to read as follows:

SEVENTH: The Secretary of State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served; the post office address to which the Secretary of State shall mail a copy of any such process so served is:

510 Huntmar Park Drive
Herndon, Virginia 22070
ATTN: President

(g) A new Paragraph TENTH is hereby added to read in its entirety as follows:


TENTH: The Amended and Restated By-laws of the Corporation or any of them may be amended or repealed, in any respect, and new by-laws may be adopted, at any time, either (i) by the affirmative vote of the holders in respect of at least two-thirds of the outstanding shares of the capital stock of the Corporation entitled to vote in the election of directors or (ii) by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors, in each case, in accordance with the terms of the Amended and Restated By-laws. Any by-law adopted by the Board may be amended or repealed by the affirmative vote of the holders in respect of at least two-thirds of the outstanding shares of the capital stock of the Corporation entitled to vote in the election of directors at any annual or special meeting. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders in respect of at least two-thirds of the shares of the capital stock of the Corporation entitled to vote in the election of directors shall be required to alter, amend, or adopt any provision inconsistent with, or to repeal this Paragraph TENTH.

FIFTH: The foregoing amendments and changes to the Certificate of Incorporation were authorized by the unanimous affirmative vote of the members of the Board of Directors of the Corporation at a meeting duly called and held on September 25, 1995 followed (except in respect of the changes to Paragraphs THIRD

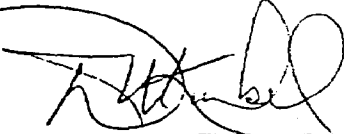
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and SEVENTH, which do not require shareholder approval) by the affirmative vote of the holders of a majority of all outstanding shares of the Corporation entitled to vote thereon at a meeting of the Corporation's shareholders duly called and held on November 11, 1995, at which a quorum was at all times present and acting.

IN WITNESS WHEREOF, we have made and subscribed this certificate and hereby affirm under the penalties of perjury that its contents are true this 11th day of November, 1995.



William L. Schrader, President



David N. Kunkel, Secretary