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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

U.S. Patent & TMO/TM Mail Rpt Dt. #11

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Attached original documents or copy

To the Honorable Commissioner of Patents
thereof.

1. Name of conveying party(ies):

Epylon.com Corporation

1-29-01

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State: Delaware
- Other _____

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

3. Nature of conveyance:

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

Execution Date: June 23, 2000

2. Name and address of receiving party(ies):

Name: Epylon Corporation

Internal Address: _____

Street Address: 645 Harrison Street, Suite 200

City: San Francisco State: CA ZIP: 94107

- 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

(Designation must be a separate document from Assignment).
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/903,922

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Deborah A. Davis, Esq.

Internal Address: _____

Street Address: Cooley Godward LLP
One Maritime Plaza, 20th Floor

City: San Francisco State: CA ZIP: 94546

6. Total number of applications and registration involved: 4

7. Total fee (37 CFR 3.41):.....
\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.


Deborah A. Davis

01/24/01
Date

Total number of pages including cover sheet, attachments, and document: 3

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

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TRADEMARK
REEL: 002230 FRAME: 0184

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
EPYLON.COM CORPORATION**

The undersigned hereby certify that:

ONE: The original name of this corporation is edXchange.com, Inc. and the date of filing the original Certificate of Incorporation of this corporation with the Secretary of State of the State of Delaware is April 5, 1999.

TWO: The date of the filing of the first Amended and Restated Certificate of Incorporation of this Corporation with the Secretary of State of the State of Delaware is August 5, 1999.

THREE: The date of the filing of the second Amended and Restated Certificate of Incorporation of this Corporation with the Secretary of State of the State of Delaware is February 18 2000.

FOUR: They are the duly elected and acting Chief Executive Officer and Secretary, respectively, of Epylon.com Corporation, a Delaware corporation.

FIVE: The Certificate of Incorporation of this corporation is hereby amended and restated to read as follows:

I.

The name of the corporation is EPYLON CORPORATION (the "Corporation" or the "Company").

II.

The address of the registered office of the Corporation in the State of Delaware is:

National Registered Agents, Inc.
9 East Loockerman Street
Dover, DE 19901
County of Kent

The name of the Corporation's registered agent at said address is National Registered Agents, Inc.

III.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

State of Delaware
Office of the Secretary of State

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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 "EPYLON.COM CORPORATION", CHANGING ITS NAME FROM "EPYLON.COM CORPORATION" TO "EPYLON CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0713023

DATE: 10-03-00

RECORDED: 01/29/2001

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