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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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#### Submission Type

2-1-01

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

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year \_\_\_\_\_
- Merger
- Change of Name
- Other \_\_\_\_\_

#### Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year \_\_\_\_\_

Name Shoesite.com

Formerly \_\_\_\_\_

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

#### Receiving Party

Mark if additional names of receiving parties attached

Name Zappos.com, Inc.

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

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

Address (line 1) 1000 Van Ness Avenue, Suite 213

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

Address (line 3) San Francisco

City

California

State/Country

94109

Zip Code

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

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.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:  
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TRADEMARK  
REEL: 002236 FRAME: 0660

**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)

**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.

Roy S. Gordet

Feb. 1, 2001

Name of Person Signing

Signature

Date Signed



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

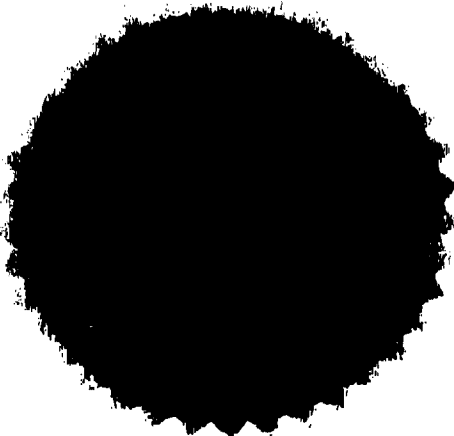
That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

APR 23 1963

*Bill Jones*

Secretary of State



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APPROVED - FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE  
THE STATE OF CALIFORNIA

APR 20 2000

ILL. JONES, SECRETARY OF STATE

**CERTIFICATE OF AMENDMENT TO  
SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**SHOESITE.COM**

Nick Swinmurn and Arthur F. Schneiderman certify that:

1. They are the duly elected Chief Executive Officer and Secretary, respectively, of Shoesite.com, a California corporation.

2. The Second Amended and Restated Articles of Incorporation of this Corporation are hereby amended to read as follows:

A. Article I is amended in its entirety to read as follows:

"Article I

The name of this Corporation is "Zappos.com, Inc."

B. The introductory paragraph of Article III is amended in its entirety to read as follows:

"This Corporation is authorized to issue two classes of capital stock designated, respectively, Common Stock ("Common Stock") and Preferred Stock ("Preferred Stock"). The Corporation is authorized to issue 24,000,000 shares of Common Stock and 10,000,000 shares of Preferred Stock. The Preferred Stock will be divided into two series. The first series will consist of 2,000,000 shares and is designated "Series A Preferred Stock". The second series will consist of 8,000,000 shares and is designated "Series B Preferred Stock". Upon the filing of this Certificate of Amendment to the Second Amended and Restated Articles of Incorporation, each one share of issued and outstanding Common Stock shall be subdivided and split into two shares of fully paid and nonassessable Common Stock. Upon the filing of this Certificate of Amendment to the Second Amended and Restated Articles of Incorporation, each one share of issued and outstanding Preferred Stock shall be subdivided and split into two shares of fully paid and nonassessable Preferred Stock."

C. The introductory paragraph of Article III, Section 1, is amended in its entirety to read as follows:

"The holders of the outstanding Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends at the rate of \$0.031184 per share per annum (adjusted for any subdivisions, combinations, consolidations, or stock distributions or stock dividends with respect to such shares effected after the date these Second Amended and Restated Articles were filed with the Secretary of State), payable in preference and priority to any payment of any dividend on Common Stock of the Corporation. Such dividends shall not be cumulative, and no right to such dividends shall accrue to holders of Preferred Stock unless declared by the Board of Directors. No dividends or other distributions shall be made with respect to the Common Stock in any fiscal year, other than dividends payable solely in Common Stock, until a dividend in the amount of at least \$0.031184 per share (adjusted for any subdivisions, combinations, consolidations, or stock distributions or stock dividends with respect to such shares effected after the date these Second Amended and Restated Articles were filed with the Secretary of State) has been paid to or declared and set apart upon all shares of Preferred Stock during that fiscal year. After the holders of the Preferred Stock have received their dividend preference as set forth above, any dividends declared by the Board of Directors out of funds legally available therefor shall be shared equally among all outstanding shares on an as-converted basis."

3. The foregoing Certificate of Amendment to the Second Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of this corporation.

4. The foregoing Certificate of Amendment to the Second Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of this Corporation prior to the stock split is 4,266,875 of Common Stock, 765,000 shares of Series A Preferred Stock and 2,565,056 shares of Series B Preferred Stock. The number of shares approving the Certificate of Amendment equaled or exceeded that required. The percentage approval required was more than 50% of the outstanding shares of Common Stock, Series A Preferred Stock and Series B Preferred Stock, voting together as a single class, and more than sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of Series A Preferred Stock and Series B Preferred Stock, voting together as a single class.