

03-05-2001

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FORM TMO-1594 (Modified)

SHEET



(Rev. 6-93)  
OMB No. 065109911 (exp. 4/94)  
TMO5/REV03

101625273

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

1. Name of Conveying Party(ies):

**Interactive Knowledge, Inc.**  
**1033 Walnut Street, Suite 200**  
**Boulder, Colorado 80302**

*5.21.01*

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation – State **Delaware**  
 Other \_\_\_\_\_

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

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

Name: netLibrary, Inc.

Internal Address: \_\_\_\_\_

Street Address: 3080 Center Green Drive

City: Boulder State: CO ZIP: 80301

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  
 (Designations must be a separate document from Assignment)  
 Additional name(s) and address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: August 20, 1999

4. Application number(s) or registration number(s):  
 A. Trademark Application No(s)  
75/656,523

Additional numbers attached?  Yes  No

B. Trademark Registration No(s)

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

Name: Paul E. Smith, Esq.

Internal Address: \_\_\_\_\_

Street Address: 3080 Center Green Drive

City: Boulder State: CO ZIP: 80202

6. Total number of applications and registrations involved:

2

7. Total Fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

DO NOT USE THIS SPACE

03-05-2001 00000180 75656523  
40.00

9. Statement and signature:  
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy bis a true copy of the original document.

Paul E. Smith  
Name of person signing

*Paul Smith*  
Signature

February 5, 2001  
Date

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

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 CERTIFICATE OF AMENDMENT OF "INTERACTIVE KNOWLEDGE, INC.", CHANGING ITS NAME FROM "INTERACTIVE KNOWLEDGE, INC." TO "NETLIBRARY, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF AUGUST, A.D. 1999, AT 11:30 O'CLOCK A.M.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0238319

AUTHENTICATION:

02-04-00

DATE:

TRADEMARK  
REEL: 002243 FRAME: 0900

**CERTIFICATE OF AMENDMENT  
TO THE  
SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
INTERACTIVE KNOWLEDGE, INC.**

**(Pursuant to Section 242)**

Interactive Knowledge, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows for the purpose of amending its Certificate of Incorporation:

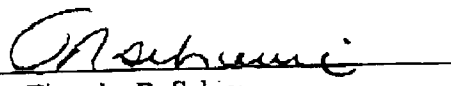
1. That the Board of Directors of the Corporation duly adopted resolution containing the amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation set forth below, declaring such amendment to be advisable and called for the approval of the stockholders of the Corporation to such amendment.
2. That the holders of the outstanding shares of stock of the Corporation entitled to vote, acting by means of written consent in lieu of a meeting pursuant to Section 228(a) of the Delaware General Corporation Law, adopted and approved this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation.
3. That Article I of the Second Amended and Restated Certificate of Incorporation is hereby amended to read in its entirety:

**ARTICLE I:** The name of the corporation is netLibrary, Inc. (the "Corporation" or the "Company").

4. That except as amended hereby, the provisions of the Second Amended and Restated Certificate of Incorporation, as heretofore amended, shall remain in full force and effect.

IN WITNESS WHEREOF, this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation has been signed this 20<sup>th</sup> day of August, 1999.

INTERACTIVE KNOWLEDGE, INC.

By:   
Name: Timothy R. Schiewe  
Title: President and CEO