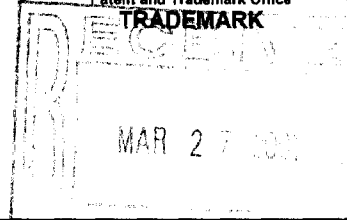


04-11-2001



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3-27-01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- 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
06 28 2000

Name Auto Choice

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 iMotors.com, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 221 Pine Street, 3rd Floor

Address (line 2) _____

Address (line 3)

San Francisco

CA

94104

City

State/Country

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.)

04/11/2001 LMAUELLER 00000147 75078118

FOR OFFICE USE ONLY

265E

01 FC:401 40.00 DP
02 FC:402 225.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
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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.)

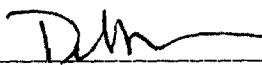
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

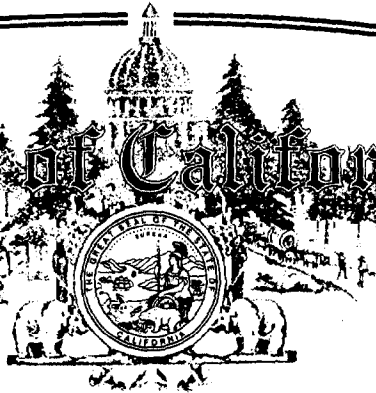
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Deborah A. Davis
Name of Person Signing


Signature

3/23/01
Date Signed

State of California



SECRETARY OF STATE

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

That the attached transcript of 24 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

JUL - 8 2000



Bill Jones

Secretary of State

EIGHTH AMENDED AND RESTATED

ARTICLES OF INCORPORATION

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

of

JUN 28 2000

AUTO CHOICE

BILL JONES, Secretary of State

Adam Simms and Alan C. Mendelson hereby certify that:

A. They are the President and Secretary, respectively, of AUTO CHOICE, a California corporation (the "Company").

B. The Seventh Amended and Restated Articles of Incorporation, as heretofore in effect, of the Company are hereby amended and restated in their entirety to read as follows:

* * * * *

ARTICLE I

The name of the corporation is "iMotors.com, Inc."

ARTICLE II

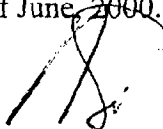
The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

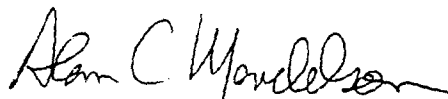
The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of Common Stock which the Company is authorized to issue is Seventy Five Million (75,000,000) shares. The total number of shares of Preferred Stock which the Company is authorized to issue is Fifty Three Million (53,000,000) shares, 6,000,000 of which shall be designated "Series AA Preferred Stock" ("Series AA Preferred"), 2,000,000 of which shall be designated "Series B Preferred Stock" ("Series B Preferred"), 9,500,000 of which shall be designated "Series C Preferred Stock" ("Series C Preferred"), 8,500,000 of which shall be designated "Series D Preferred Stock" ("Series D Preferred") and 27,000,000 of which shall be designated "Series E Preferred Stock" ("Series E Preferred").

SF_DOCS236771.6 [W97]

IN WITNESS WHEREOF, the undersigned have executed these Eighth Amended and Restated Articles of Incorporation as of the 28 day of June, 2000.



Adam Simms
President



Alan C. Mendelson
Secretary



SF_DOCS\236771.4 [W97]

RECORDED: 03/27/2001

TRADEMARK
REEL: 002268 FRAME: 0217