

FORM PTO-1594
1-31-92

04-12-2001

U.S. DEPARTMENT OF COMMERCE
Patents and Trademark Office

To the Honorable Commissioner of Patents and Trademarks



prints or copy thereof.

1. Name of conveying party(ies):

CONSUMERS CAR CLUB

- Individual(s) Association
- General Partnership Limited Partnership

X Corporation-State: California

Other

Additional name(s) of conveying parties attached? Yes x No

101661863

Name:

Internal Address:

Street Address:

City: San Francisco

Individual(s) citizenship

Association

General Partnership

Limited Partnership

X Corporation-State:

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

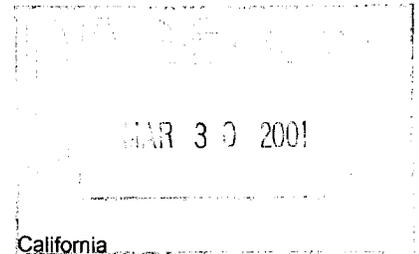
(Designation must be a separate document from Assignment)

Additional names and addresses attached? Yes x No

J.D. POWER CLUBS, INC.

221 Main Street, Suite 250

State: CA ZIP: 94105



3. Nature of conveyance:

3-30-01

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

Execution Date: May 21, 2000

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s): 75/220,737

B. Trademark Registration No(s): 2,170,547

Additional numbers attached? **X Yes** No

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

Name: R. Gwen Peterson
Anthony Malutta
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(415) 576-0200

6. Total number of applications and registrations involved 9

7. Total fee (37 CFR 3.41): \$240.00

Enclosed Charge Fees to Deposit Account

X Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number: 20-1430

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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9. Statement and signature.

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

Anthony Malutta
Name of Person Signing

Signature

March 27, 2001
Date

Total number of pages including cover sheet, attachments and document: 5

10. Change Correspondence Address to that of Part 5? x Yes No

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover to:

Asst. Commissioner for Trademarks
Box: Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002268 FRAME: 0872

1. Additional name(s) of conveying party(ies):
(Continued from Page 1)

2. Additional name(s) and address(es) of receiving party(ies):
(Continued from Page 1)

3. Additional application number(s) or registration number(s):
(Continued from Page 1)

A. Trademark Application No.(s)

75/220,798

75/220,793

75/762,763

76/007,326

B. Trademark Registration No.(s)

2,174,069

2,014,474

2,188,852

SF 165907 v1
SF 1205941 v1

00041216



SECRETARY OF STATE

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

That the attached transcript of 2 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

JUN 23 2000

Bill Jones

Secretary of State



#0547216

FOURTH RESTATED ARTICLES OF INCORPORATION
OF
CONSUMERS CAR CLUB

RECORDED - FILED
In the office of the Secretary of State
of the State of California

JUN 15 2000

BILL JONES, Secretary of State

The undersigned, Michael London and Michael Rogers, hereby certify that:

ONE: They are the duly elected and acting President and Chief Financial Officer, respectively, of Consumers Car Club, a California corporation (the "Corporation");

TWO: The Articles of Incorporation, as amended, of the corporation are amended and restated to read in full as follows:

ARTICLE I

The name of this corporation is J.D. Power Clubs, Inc.

ARTICLE II

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 California (the "California Corporations Code") 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 Corporation is authorized to issue 500,000,000 shares of its capital stock, all of the same class, designated as "Common Stock."

ARTICLE IV

The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. This Corporation is also authorized, to the fullest extent permissible under California law, to indemnify its agents (as defined in Section 317 of the California Corporations Code), whether by bylaw, agreement or otherwise, in excess of the indemnification expressly permitted by Section 317 and to advance defense expenses to its agents in connection with such matters as they are incurred. If, after the effective date of this Article, California law is amended in a manner which permits a corporation to limit the monetary or other liability of its directors or to authorize indemnification of, or

advancement of such defense expense to, its directors or other persons, in any such case to a greater extent than is permitted on such effective date, the references in this Article to "California law" shall to that extent be deemed to refer to California law as so amended. Any repeal or modification of this Article IV shall only be prospective and shall not affect the rights under this Article IV in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

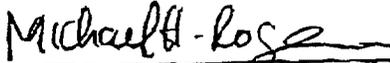
THREE: The foregoing amendment and restatement of the Corporation's Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

FOUR: The foregoing amendment and restatement of the Corporation's Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with the Articles of Incorporation of the Corporation and Sections 902 and 903 of the California Corporations Code. The Corporation has one class of shares outstanding that is entitled to vote with respect to the amendment and restatement. The number of outstanding shares of the Corporation is 267,522,743 shares of Common Stock. The number of shares voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding Common Stock.

We further declare under penalty of perjury under the laws of the State of California that matters set forth in this Certificate are true and correct of our own knowledge.

Date: May 31, 2000


Michael London, President


Michael Rogers, Chief Financial Officer

