



*State of Delaware*  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, 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 "INTERSURVEY, INC.", CHANGING ITS NAME FROM "INTERSURVEY, INC." TO "KNOWLEDGE NETWORKS, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF SEPTEMBER, A.D. 2000, AT 4:30 O'CLOCK P.M.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

AUTHENTICATION: 1002766

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DATE: 03-03-01

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REEL: 002289 FRAME: 0411

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION**

**OF**

**INTERSURVEY, INC.**

The undersigned, Marc Litvinoff and Elias Blawie hereby certify that:

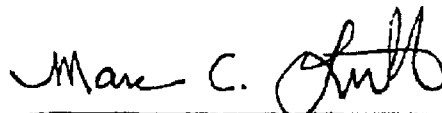
1. They are the duly elected and acting President and Secretary, respectively of InterSurvey, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on November 18, 1998, an Amended and Restated Certificate of Incorporation was filed on December 17, 1998 with the Secretary of State of Delaware, an Amended and Restated Certificate of Incorporation was filed on November 10, 1999 with the Secretary of State of Delaware, an Amended and Restated Certificate of Incorporation was filed on December 3, 1999 with the Secretary of State of Delaware, an Amended and Restated Certificate of Incorporation was filed on January 18, 2000 with the Secretary of State of Delaware.
3. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of Certificate of Incorporation amends Article I of this corporation's Certificate of Incorporation to read in its entirety as follows:

"Article I

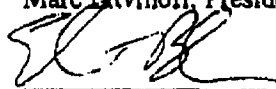
The name of this corporation is Knowledge Networks, Inc. (the "Corporation")."

4. The foregoing Certificate of Amendment has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed at San Jose, California, September 5, 2000.



Marc Litvinoff, President



Elias Blawie, Secretary