

5.29.01

06-06-2001

FORM PTO-1594
(Rev. 6-93)



2 SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissionere
thereof.

101741844

Record the attached original documents or copy

1. Name of conveying party(ies):

Internet Barter, Incorporated

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other _____

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

3. Nature of conveyance:

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

Execution Date: April 27, 2001

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

Name: Tradaq, Inc.

Street Address: 18W100 22nd Street, Suite 100

City: Oakbrook Terrace State: Illinois ZIP: 60181

- 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
 (Designation must be a separate document from Assignment).
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

75/868,396 75/868,397 76/233,388

B. Trademark Registration No.(s)

2,434,207 2,408,870

Additional numbers attached? No

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

Name: Francine M. Hanson, Esq.

Internal Address: Cooley Godward LLP

Street Address: One Maritime Plaza, 20th Floor

City: San Francisco State: California ZIP 94111-3580

6. Total number of applications and registrations involved: Six

7. Total fee (37 CFR 3.41): \$140.00

- Enclosed
- Authorized to be charged to deposit account

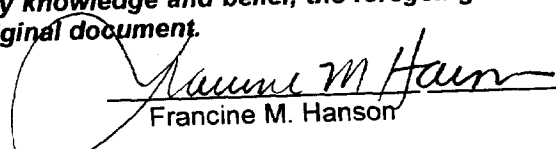
8. Deposit account number:

please charge discrepancy or credit overpayment to 03-3118
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

 5/24/01
 Francine M. Hanson Date

Total number of pages including cover letter, cover sheet, attachments, and document: Six (includes check)

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Office of the Secretary of State

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 "INTERNET BARTER, INCORPORATED", CHANGING ITS NAME FROM "INTERNET BARTER, INCORPORATED" TO "TRADAQ, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3014246 8100

010204712



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1105330

DATE: 04-30-01

TRADEMARK
REEL: 002309 FRAME: 0083

**CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION OF
INTERNET BARTER, INCORPORATED**

INTERNET BARTER, INCORPORATED, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is **INTERNET BARTER, INCORPORATED**.

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is March 9, 1999. The Company originally incorporated under the name **INBAR, INC.**

THIRD: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Certificate of Incorporation as follows:

Article I shall be amended and restated to read in its entirety as follows:

The name of the corporation is **TRADAQ, INC.**

FOURTH: Thereafter pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, **INTERNET BARTER, INCORPORATED** has caused this Certificate of Amendment to be signed by its President and attested to by its Assistant Secretary this 27th day of April, 2001.

INTERNET BARTER, INCORPORATED

By: /s/ Philip L. Letts
Philip L. Letts
President

ATTEST:

By: /s/ James F. Fulton, Jr.
James F. Fulton, Jr.
Assistant Secretary

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Assistant Secretary