

07-18-2001



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

1. Name of conveying party(ies): 711-61 GoodHome, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Scene7, Inc. Internal Address: Street Address: 899 Northgate Drive, 4th Floor City: San Rafael State: CA Zip: 94903 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) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: April 11, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/892,176 78/039,370 75/769,294 75/746,011 75/729,872 Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Mary A. Francis, Esq. Internal Address: Thelen Reid & Priest LLP

6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41): \$140.00 Enclosed Authorized to be charged to deposit account

Street Address: P. O. Box 190187 San Francisco CA 94119-0187 City: State: Zip:

8. Deposit account number: 50-0918 (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. Mary A. Francis Signature Date July 10, 2001

Total number of pages including cover sheet, attachments, and document: 4

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

State of Delaware
Office of the Secretary of State

PAGE 1

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 "GOODHOME, INC.", CHANGING ITS NAME FROM "GOODHOME, INC." TO "SCENE7, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF APRIL, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1204234

DATE: 06-21-01

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REEL: 002330 FRAME: 0119

**CERTIFICATE OF AMENDMENT
OF THE
FIRST AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GOODHOME, INC.
a Delaware corporation**

The undersigned, F. Douglas Mack, hereby certifies that:

ONE: He is the duly elected and acting President of GoodHome, Inc., a Delaware corporation.

TWO: The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on the 12th day of March, 1999.

THREE: Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the certificate of incorporation of this corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article the following new Article:

"ARTICLE I. The name of this corporation is Scene7, Inc."

FOUR: 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 in San Rafael, CA on April 11, 2001.


F. Douglas Mack, President