

10-12-01



101872557

TO THE ASSISTANT COMMISSIONER OF PATENT AND TRADEMARK OFFICE

Attached original documents or copy thereof.

1. Name of conveying party: (If multiple assignors, list numerically)

autobytel.com inc.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other:

Additional name(s) of conveying party(ies) attached?

Yes  No

2. Name and address of receiving party:

Name: autobytel inc.

Internal Address:

Street Address: 18872 MacArthur Boulevard, 2nd Floor

City: Irvine State: California ZIP: 92612

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - 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) and address(es) attached?

Yes  No

3. Nature of conveyance:

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

4. Application number(s) or registration number(s):

- a. Trademark Application Nos.: (See Attached)
- b. Trademark Registration Nos.: (See Attached)

Execution Date: August 14, 2001

Additional numbers attached?  Yes  No

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

Name: Tirzah Abé Lowe  
 KNOBBE, MARTENS, OLSON & BEAR, LLP  
 Customer No. 20,995  
 Internal Address: Sixteenth Floor  
 Street Address: 620 Newport Center Drive, Suite 1600  
 City: Newport Beach State: CA ZIP: 92660  
 Attorney's Docket No.: AUTOB.000GEN

7. Total fee (37 CFR 1.21(h)): \$765

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications/registrations involved: 30

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.

Tirzah Abé Lowe  
Name of Person Signing

Signature

10-8-01  
Date

Total number of pages including cover sheet, attachments and document: 6

Mail documents to be recorded with required cover sheet information to:

10/15/2001 GTON11 00000063 75847914  
 01 FC:481 40.00 DP  
 02 FC:482 725.00 DP

U.S. Patent and Trademark Office  
 Attn: Assignment Division  
 Crystal Gateway-4  
 1213 Jefferson Davis Highway, Suite 320  
 Arlington, VA 22202

## ATTACHMENT

FILE NO.	MARK	APPL. NO. APPL. DATE	REG. NO. REG. DATE
1. AUTOB.001T	E-AUTOSDIRECT.COM INC.	75/847,914 11/12/99	N/A
2. AUTOB.008T	TIRESBYTEL	75/584,852 11/09/98	N/A
3. AUTOB.009T	AUTOBODYBYTEL	75/584,851 11/09/1998	N/A
4. AUTOB.010T	AUTOSERVICEBYTEL	75/584,993 11/09/98	N/A
5. AUTOB.011T	AUTOPARTSBYTEL	75/584,853 11/09/1998	N/A
6. AUTOB.017T	AUTO-BY-TEL	74/709,381 07/31/95	2,028,377 01/07/97
7. AUTOB.023T	AUTOBYTEL.COM	75/275,189 04/15/97	2,247,035 05/25/99
8. AUTOB.024T	AUTO-BY-TEL CERTIFIED USED CAR CYBERSTORE	75/291,585 05/14/1997	2,312,802 02/01/00
9. AUTOB.030T	AUTO-BY-TEL AND DESIGN	75/291,586 05/14/1997	2,208,284 12//08/1998
10. AUTOB.036T	KRE8.COM	75/584,855 11/09/98	N/A
11. AUTOB.038T	AUTOBYTEL.COM AND DESIGN	75/605,750 12/15/1998	2,407,767 11/23/2000
12. AUTOB.039T	KRE8.NET AND DESIGN	75/602,373 12/09/98	N/A
13. AUTOB.044T	CERTIFIED PRE-OWNED CYBERSTORE	75/611,399 12/23/1998	2,439,616 03/27/01
14. AUTOB.071T	AUTOMINUTE.COM	75/661,473 03/16/99	N/A
15. AUTOB.072T	THE ROAD TO YOUR NEXT CAR	75/663,196 03/18/1999	N/A
16. AUTOB.082T	AUTOCITIES.COM	75/665,338 03/22/1999	N/A
17. AUTOB.085T	AUTOPARTNER	75/663,186 03/18/99	N/A
18. AUTOB.088T	AUTOBYTELDIRECT.COM	75/713,174 05/24/1999	N/A
19. AUTOB.097T	SERVICE.AUTOBYTEL.COM	75/866,576 12/08/1999	2,486,909 09/11/01
20. AUTOB.109T	AUTOBYTEL.EUROPE	75/846,798 11/12/99	N/A
21. AUTOB.124T	WOMEN BEHIND THE WHEEL	75/918,172 02/14/00	N/A

FILE NO.	MARK	APPL. NO. APPL. DATE	REG. NO. REG. DATE
22. AUTOB.125T	AUTOBYTEL FOR HER	75/917,972 02/14/00	N/A
23. AUTOB.170T	POWER OF THE MOUSE	76/150,295 10/19/00	N/A
24. AUTOB. 171T	IMANAGER AUTOBYTEL.COM & DESIGN	76/154,480	N/A
25. AUTOB.173T	MY GARAGE	76/154,482 10/26/00	N/A
26. AUTOB.175T	HOW TO BUY A CAR	76/163,156 11/10/00	N/A
27. AUTOB.176T	IMARKETER.AUTOBYTEL. COM	76/163,158 11/10/00	N/A
28. AUTOB.189T	AUTOBYTEL	76/190,128 01/05/01	N/A
29. AUTOB.196T	IMANAGER	76/252,903 05/07/01	N/A
30. AUTOB.200T	MISCELLANEOUS DESIGN (Road Logo)	76/275,667 06/22/01	N/A

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State of Delaware  
*Office of the Secretary of State* PAGE 1

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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 "AUTOBYTEL.COM INC.", CHANGING ITS NAME FROM "AUTOBYTEL.COM INC." TO "AUTOBYTEL INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF AUGUST, A.D. 2001, AT 3:40 O'CLOCK P.M.



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

AUTHENTICATION: 1311163

DATE: 08-23-01

2624994 8100

010418536

TRADEMARK  
REEL: 002381 FRAME: 0931

**THIRD CERTIFICATE OF AMENDMENT  
OF THE  
FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
AUTOBYTEL.COM INC.  
a Delaware Corporation**

autobytel.com inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies under penalty of perjury under the laws of the State of Delaware as follows:

**FIRST:** That this Corporation was originally incorporated on May 17, 1996 under the name of Auto-By-Tel Corporation, pursuant to the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law").

**SECOND:** That pursuant to Section 242 of the Delaware General Corporation Law, this Third Certificate of Amendment of the Fifth Amended and Restated Certificate of Incorporation amends the Fifth Amended and Restated Certificate of Incorporation of the Corporation as follows:

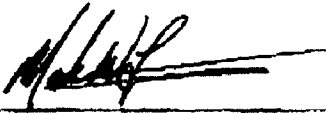
**"Article I**


**The name of the corporation is Autobytel Inc.(the "Corporation")."**

**THIRD:** That pursuant to Section 242 of the Delaware General Corporation Law, the foregoing amendment of the Fifth Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation.

**FOURTH:** That pursuant to Section 242 of the Delaware General Corporation Law, the foregoing amendment of the Fifth Amended and Restated Certificate of Incorporation has been duly approved by the holders of the requisite number of shares of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this Third Certificate of Amendment of the Fifth Amended and Restated Certificate of Incorporation to be signed by Mark W. Lorimer, its President and CEO, and Ariel Amir, its Secretary, this 14<sup>th</sup> day of August, 2001.

By:   
Mark W. Lorimer  
President and CEO

By:   
Ariel Amir  
Secretary

OC241867.2

RECORDED: 10/12/2001

TRADEMARK  
REEL: 002381 FRAME: 0933