

10-25-2001

U.S. DEPARTMENT OF COMMERCE



1 SHEET

Patent and Trademark Office  
Docket No. 481892400000

101885430

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

1. Name of conveying party(ies):  
Belief, Inc.

10/12/01

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

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

Name: Beliefnet, Inc.  
Internal Address:  
Street Address: 115 East 23rd Street, 4th Floor  
City: New York, State: NY ZIP: 10010

- Individual(s) citizenship: \_\_\_\_\_
- Association: \_\_\_\_\_
- General Partnership: \_\_\_\_\_
- Limited Partnership: \_\_\_\_\_
- Corporation-State: Delaware
- Other: \_\_\_\_\_

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

3. Nature of conveyance:

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

Execution Date: January 4, 2000

Additional name(s) & address(es) attached?  Yes  No

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Registration No.(s)

75/753,401

75/754,384

75/856,185

75/856,184

76/021,624

Additional numbers attached?  Yes  No

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

Lynn M. Humphreys  
Morrison & Foerster LLP  
425 Market Street  
San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: five (5)

7. Total fee (37 C.F.R. § 3.41): \$140.00

- Enclosed
- Authorized to be charged to deposit account, referencing Attorney Docket 481892400000

8. Deposit account number: 03-1952

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

**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.

Name: Lynn M. Humphreys

*Lynn M. Humphreys*  
Signature

10/11/01  
Date

Total number of pages comprising cover sheet, attachments and document: Three (3)

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

sf-1169415

**TRADEMARK**  
**REEL: 002389 FRAME: 0048**

**CERTIFICATE OF AMENDMENT TO  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
BELIEF, INC.**

BELIEF, INC., 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:** That the Board of Directors of the Corporation, at a meeting of its members, duly adopted, pursuant to Sections 141 and 242 of the General Corporation Law of the State of Delaware (the "GCL"), resolutions setting forth the proposed amendment to the Amended and Restated Certificate of Incorporation of said Corporation and declaring said amendment to be advisable and directing that the amendment to the Amended and Restated Certificate of Incorporation be presented to the stockholders of the Corporation for consideration and approval;

**SECOND:** That at least a majority of the stockholders of the Corporation, and at least a majority of the stockholders of each class entitled to vote thereon, duly approved said proposed amendment in accordance with Sections 228 and 242 of the GCL, and written notice of such consent has been given to all stockholders who have not consented in writing to said amendment.

**THIRD:** The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 29, 1999 (the "Certificate of Incorporation"). An Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on August 19, 1999 (the "Amended and Restated Certificate").

**FOURTH:** That Article FIRST of the Amended and Restated Certificate is hereby amended and restated in its entirety to change the name of the Corporation, and shall read as follows:

**"FIRST:** The name of the corporation (the "Corporation") is Beliefnet, Inc."

**FIFTH:** That Article FOURTH of the Amended and Restated Certificate is hereby amended and restated in its entirety to increase the number of shares of capital stock that the Corporation shall have authority to issue from 12,000,000 shares, consisting of 2,000,000 shares of Preferred Stock having a par value of \$0.10 per share

and 10,000,000 shares of Common Stock having a par value of \$0.01 per share, to 52,000,000 shares, consisting of 2,000,000 shares of Preferred Stock having a par value of \$0.10 per share and 50,000,000 shares of Common Stock having a par value of \$0.002 per share; and that such Article FOURTH shall read in full as follows:

**"FOURTH:** The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 52,000,000 shares, which shares are divided into two classes as follows:

A class of 2,000,000 shares of Preferred Stock having a par value of \$0.10 per share, designated as Preferred Stock; and

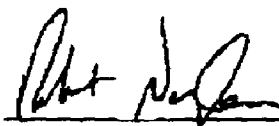
A class of 50,000,000 shares of Common Stock having a par value of \$0.002 per share, designated as Common Stock.

**SIXTH:** That Article SEVENTH of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by replacing the word "SIXTH" in the last sentence thereof with the word "SEVENTH".

**SEVENTH:** That Article NINTH of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by replacing the word "EIGHTH" in the last sentence thereof with the word "NINTH".

IN WITNESS WHEREOF, Belief, Inc. has caused this Certificate to be signed by its President this 4th day of January, 2000.

BELIEF, INC.

By:   
\_\_\_\_\_  
President  
Robert Nylan