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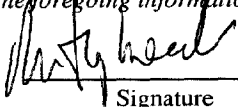
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Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): ebrary.com 360 North Bernardo Avenue Mountain View, California 94043 <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State <u>California</u> <input type="checkbox"/> Other _____		2. Name and address of receiving party(ies): Name: <u>ebrary</u> Street Address: <u>360 North Bernardo Avenue</u> City: <u>Mountain View</u> State: <u>CA</u> ZIP: <u>94043</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation - State: <u>California</u> <input type="checkbox"/> Other: _____	
Add'l name(s) of conveying party(ies) attached? <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>		If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> <u>No</u>	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>May 22, 1998</u>			
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>75/686,576; 75/686,577; 75/686,578</u> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> <u>No</u>		B. Trademark Registration No.(s)	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Anthony Mercaldi</u> Internal Address: <u>BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN LLP</u> Street Address: <u>12400 Wilshire Boulevard</u> <u>Seventh Floor</u> City: <u>Los Angeles</u> State: <u>CA</u> ZIP: <u>90025</u>		6. Total number of applications and registrations involved: <u>- 3 -</u> 7. Total fee (37 CFR 3.41) \$ <u>90.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>02-2666</u>	
DO NOT USE THIS SPACE			
9. Statement and signature. <i>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.</i> <u>Anthony Mercaldi</u>  <u>11/6/01</u> Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and document: <u>- 3 -</u>			

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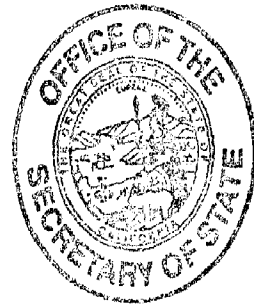
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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 2 2001



Bill Jones

Secretary of State

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CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION OF

ebrary.com

FILED
in the office of the Secretary of State
of the State of California

FEB 20 2001

Bill Jones
BILL JONES, Secretary of State

The undersigned certify that:

1. He is the duly elected President and Secretary of ebrary.com, a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended in its entirety to read as follows:

"The name of this corporation is ebrary."
3. The foregoing amendment of the Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporation Code. The total number of outstanding shares of the corporation: 6,000,000 shares of Common Stock and 9,599,531 shares of Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock and more than 50% of the outstanding shares of Preferred Stock, voting as separate classes.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: 2/15/2001

Kevin L. Sayar
Kevin L. Sayar, President

Kevin L. Sayar
Kevin L. Sayar, Secretary



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