

12-11-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

101912189 TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Worldpages.com, Inc. 11.13.01
Individual(s) Association
General Partnership Limited Partnership
Corporation-State Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Worldpages, Inc.
Internal Address:
Street Address: 291 Geary Street
City: San Francisco State: CA Zip: 94102
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: September 18, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/695913
B. Trademark Registration No.(s)
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Donna R. Gasiorowski
Internal Address: Senior Legal Assistant to Theodore W. Wern Kirkland & Ellis
Street Address: 200 E. Randolph Dr.
City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41) \$ 40.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 22-0440
(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.
Donna R. Gasiorowski Signature Date 11/13/01

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

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

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TRADEMARK REEL: 002406 FRAME: 0303

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 "WORLDPAGES.COM, INC.", CHANGING ITS NAME FROM "WORLDPAGES.COM, INC." TO "WORLDPAGES, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF SEPTEMBER, 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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1347642

010462035

DATE: 09-18-01

TRADEMARK
REEL: 002406 FRAME: 0304

**CERTIFICATE OF AMENDMENT
TO
RESTATED CERTIFICATE OF INCORPORATION
OF
WORLDPAGES.COM, INC.**

*Adopted in accordance with the provisions
of §242 of the General Corporation Law
of the State of Delaware*

Joan M. Fiorito, being the Vice President of WorldPages.com, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That the Restated Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article One in its entirety and substituting in lieu thereof a new Article One to read as follows:

ARTICLE ONE

The name of the Corporation is WorldPages, Inc

SECOND: That the Board of Directors of the Corporation approved the foregoing amendment by unanimous written consent pursuant to the provisions of Section 141(f) and 242 of the General Corporation Law of the State of Delaware and directed that such amendment be submitted to the stockholders of the Corporation entitled to vote thereon for their consideration, approval and adoption thereof.

THIRD: That the sole stockholder entitled to vote thereon approved the foregoing amendment by written consent in accordance with Section 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Amendment to the Restated Certificate of Incorporation of the Corporation is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set her hand this 17th day of August, 2001.

WorldPages.com, Inc.,
a Delaware corporation

By: Joan M. Fiorito

Name: Joan M. Fiorito
Title: Vice President