

12-27-2001



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

101926050 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): RightFreight.com, Inc. 35 West 35 Street, 9th Floor New York, New York 10001 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies) Name: RightFreight, Inc. Internal Address: Street Address: 35 West 35th Street, 9th Floor City: New York State: NY Zip: 10001 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] 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 [x] Change of Name [] Other Execution Date: 08/13/2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/904,898 B. Trademark Registration No.(s) 2,464,450 Additional number(s) attached [] Yes [x] No

6. Total number of applications and registrations involved: 2

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Mark B. Harrison, Esq. Internal Address: Venable, Baetjer, Howard & Civiletti, LLP 1201 New York Avenue, N.W. Street Address: Suite 1000 City: Washington State: DC Zip: 20005

7. Total fee (37 CFR 3.41) \$ 65.00 [x] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: 22-0261

DO NOT USE THIS SPACE

9. Signature. Jacqueline L. Patt Name of Person Signing Signature Date

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

12/26/2001 LMUELLER 00000171 75904898

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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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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "RIGHTFREIGHT, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE EIGHTEENTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTEENTH DAY OF JULY, A.D. 2000, AT 1:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "RIGHTFREIGHT.COM, INC." TO "RIGHTFREIGHT, INC.", FILED THE THIRTIETH DAY OF AUGUST, A.D. 2000, AT 2 O'CLOCK P.M.



Harriet Smith Windsor

Secretary of State

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AUTHENTICATION: 0913297

010019138

DATE: 01-12-01

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CERTIFICATE OF AMENDMENT
OF THE
SECOND RESTATED CERTIFICATE OF INCORPORATION
OF
RIGHTFREIGHT.COM, INC.

RightFreight.com, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does, by Matthew J. Tucker, its President, and attested to by David J. Finkelstein, its Secretary, hereby certify that:

1. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on July 30, 1999 and a Certificate of Amendment of the Certificate of Incorporation was filed on November 3, 1999 (together, the "Original Certificate").

2. The Original Certificate of the Corporation was amended and restated in its entirety by filing a Restated Certificate of Incorporation of the Corporation on November 9, 1999, as supplemented by a Certificate of Designations, Preferences, Privileges, Powers and Rights of Preferred Stock of the Corporation filed on December 17, 1999, and as amended by a Certificate of Amendment of the Restated Certificate of Incorporation filed on March 10, 2000 (collectively, the "Restated Certificate").

3. The Restated Certificate of the Corporation was amended and restated in its entirety by filing a Second Restated Certificate of Incorporation of the Corporation on April 18, 2000, as amended by a Certificate of Amendment of the Second Restated Certificate of Incorporation filed on July 13, 2000 (together, the "Second Restated Certificate").

4. Pursuant to Sections 141 and 242 of the General Corporation Law of the State of Delaware ("DGCL"), by written consent in lieu of a Special Meeting of the Board of Directors of the Corporation dated as of August 15, 2000, the Directors of the Corporation unanimously found that the following proposed amendments of the Second Restated Certificate were advisable and in the best interests of the Corporation and directed that the following proposed amendments be submitted for consideration and action thereon by the Stockholders of the Corporation:

Article FIRST of the Second Restated Certificate shall be deleted in its entirety and the following shall be substituted and inserted in lieu thereof:

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

Article FOURTH B.2.c. of the Second Restated Certificate shall be deleted in its entirety and the following shall be substituted and inserted in lieu thereof:

"c. The authorized size of the Corporation's Board of Directors is seven (7) and, except as otherwise agreed to by the Corporation's stockholders in a written voting agreement, shall be elected as follows: (i) the holders of Series A Preferred, voting together as a separate series, shall be entitled to elect one (1) member of the Corporation's Board of Directors at each meeting or pursuant to consent of the Corporation's stockholders for the election of directors and, at any time and from time to time, acting by written consent or pursuant to a stockholder vote, to remove from office such director, with or without cause, and fill any vacancy caused by the resignation, death or removal of such director; (ii) the holders of Series B Preferred, voting as a separate series, shall be entitled to elect one (1) member of the Corporation's Board of Directors at each meeting or pursuant to consent of the Corporation's stockholders for the election of directors and, at any time and from time to time, acting by written consent or pursuant to a stockholder vote, to remove from office such director, with or without cause, and fill any vacancy caused by the resignation, death or removal of such director, (iii) the holders of Common Stock, voting together as a separate class, shall be entitled to elect four (4) members of the Corporation's Board of Directors at each meeting or pursuant to consent of the Corporation's stockholders for the election of directors and, at any time and from time to time, acting by written consent or pursuant to a stockholder vote, to remove from office such directors, with or without cause, and fill any vacancy caused by the resignation, death or removal of such directors, and (iv) the holders of Series A Preferred, Series B Preferred and Common Stock, voting together as a single class, shall be entitled to elect one (1) member of the Corporation's Board of Directors at each meeting or pursuant to consent of the Corporation's stockholders for the election of directors and, at any time and from time to time, acting by written consent or pursuant to a stockholder vote, to remove from office such director, with or without cause, and fill any vacancy caused by the resignation, death or removal of such director. Stockholders of Preferred Stock that is converted into Common Stock shall be required to vote such Common Stock in accordance with Section 1.2 of that certain Amended and Restated Voting Agreement between the Corporation and its stockholders, dated April 18, 2000, as the same may be amended from time to time. For purposes of this Certificate, "Super Majority Vote of the Board of Directors" shall mean the affirmative vote of at least N-1 of the

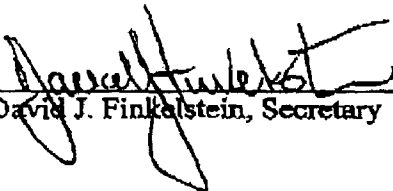
members of the Corporation's Board of Directors, where "N" is the total number of directors."

5. Pursuant to Sections 228 and 242 of the DGCL, by written consent in lieu of a Joint Special Meeting of the Holders of Series A Preferred, Series B Preferred and Common Stock of the Corporation, dated as of August 15, 2000 and delivered to the Corporation on such date, such Stockholders, holding a majority of the outstanding shares of Common Stock and more than sixty percent (60%) of the outstanding shares of Preferred Stock of the Corporation, voted in favor of, approved and adopted the foregoing proposed amendments of the Second Restated Certificate of Incorporation of the Corporation.

6. The foregoing amendments of the Second Restated Certificate of Incorporation of the Corporation were duly adopted in accordance with the provisions of Sections 141, 228 and 242(b) of the DGCL.


Dated as of August 15, 2000

ATTEST:



David J. Finkalstein, Secretary

RIGHTFREIGHT.COM, INC.

By: 

Matthew J. Tucker, President



VENABLE, BAETJER, HOWARD & CIVILETTI, LLP
Including professional corporations

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Writer's Direct Number:
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December 20, 2001

Honorable Assistant Commissioner
for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

Attention: BOX FEE

Re: U.S. Trademark Application/Registration
Registrant/Applicant: RightFreight.com, Inc.
Marks: RIGHTFREIGHT (Registration No. 2,464,450)
MAKE THE MOVE (Serial No. 75/904,898)
Our Ref.: 35459-157858; 35459-157859

Dear Sir:

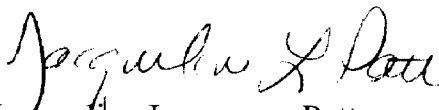
Submitted herewith, in support of the above-referenced matter, are the following:

- Recordation Cover Sheet;
- Certificate of the Amendment of the Second Restated Certificate of Incorporation of RightFreight.com, Inc. dated July 13, 2000 showing a change of name from RightFreight.com, Inc. to RightFreight, Inc.; and
- Check in the amount of \$65.00.

Please apply the submitted check in satisfaction of the requisite fee of \$65.00. If the check is missing or deficient, please charge Deposit Account No. 22-0261.

Please direct all communication regarding this application to the undersigned at the above address and phone number.

Respectfully submitted,


Jacqueline Levasseur Patt

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Enclosures