

12-27-2001



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

DEPARTMENT OF COMMERCE 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, 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: Rely Software, 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: 05/16/2001

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] Signature December 20, 2001 Date [3] Total number of pages including cover sheet, attachments, and document:

12/26/2001 LMUELLER 00000172 75904898

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

01 FC:481 40.00 DP 02 FC:482 25.00 DP

TRADEMARK REEL: 002412 FRAME: 0884

Office of the Secretary of State

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 "RIGHTFREIGHT, INC.", CHANGING ITS NAME FROM "RIGHTFREIGHT, INC." TO "RELY SOFTWARE, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MAY, A.D. 2001, AT 5 O'CLOCK P.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

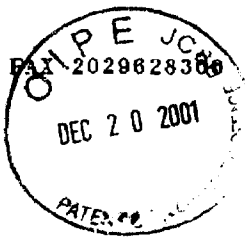
AUTHENTICATION: 1137957

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DATE: 05-17-01

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

RightFreight, 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, and as amended by a Certificate of Amendment of the Second Restated Certificate of Incorporation filed on August 30, 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 May 1, 2001, the Directors of the Corporation unanimously found that the following proposed amendment of the Second Restated Certificate was advisable and in the best interests of the Corporation and directed that the following proposed amendment 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 Rely Software, Inc."

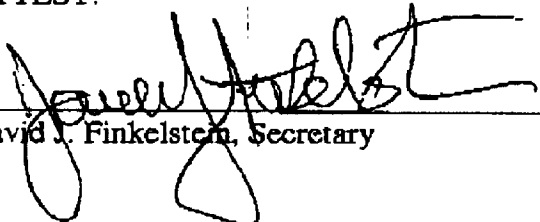
5. Pursuant to Sections 228 and 242 of the DGCL, by written consent in lieu of a Joint Special Meeting of the Holders of Series A Preferred, Series B Preferred and Common Stock of the Corporation, dated as of May 1, 2001 and delivered to the Corporation on such date, such Stockholders, holding a majority 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 amendment of the Second Restated Certificate of Incorporation of the Corporation.

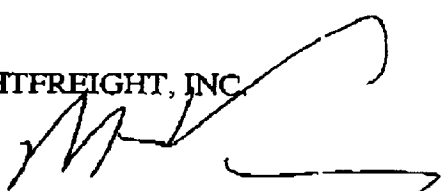
6. The foregoing amendment of the Second Restated Certificate of Incorporation of the Corporation was duly adopted in accordance with the provisions of Sections 141, 228 and 242(b) of the DGCL.

Dated as of May 1, 2001

ATTEST:



David J. Finkelstein, Secretary

RIGHTFREIGHT, INC.

By: _____
Matthew J. Tucker, President