

02-06-2002



JAN 22 2002

RECEIVED

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

101974933
COVER SHEET
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):
Moreover.com *1.22.02*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

2. Name and address of receiving party(ies)
Name: Moreover Technologies, Inc.
Internal
Address: _____

Street Address: 330 Pine Street
San Francisco State: CA Zip: 94104

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: July 6, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 78/004519

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: Barry J. Parker
Internal Address: Carr, McClellan, Ingersoll,
Thompson & Horn, Professional
Corporation
Street Address: 216 Park Road

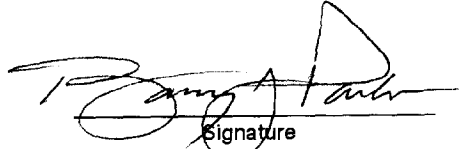
City: Burlingame State: CA Zip: 94010

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: _____

DO NOT USE THIS SPACE

9. Signature.
Barry J. Parker  DEC. 17, 2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

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

02/05/2002 6TON11 00000161 78004519
01 FC:481 40.00 OP

TRADEMARK
REEL: 002437 FRAME: 0637

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 IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MOREOVER.COM, INC.", CHANGING ITS NAME FROM "MOREOVER.COM, INC." TO "MOREOVER TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JULY, A.D. 2001, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1230944

DATE: 07-09-01

3043120 8100

010327198

TRADEMARK
REEL: 002437 FRAME: 0638

**CERTIFICATE OF AMENDMENT TO
THE AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF**

MOREOVER.COM, INC.
a Delaware corporation

Moreover.com, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), **HEREBY CERTIFIES:**

FIRST: The name of the Corporation is Moreover.com, Inc., and the Corporation was originally incorporated on May 19, 1999 pursuant to the Delaware General Corporation Law (the "DGCL"); and

SECOND: That the Board of Directors of the Corporation duly adopted resolutions proposing to amend the Amended and Restated Certificate of Incorporation (the "Certificate") of the Corporation as follows below, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefore; and

THIRD: That the following amendment was duly adopted and approved in accordance with the provisions of Sections 228 and 242 of the DGCL by the required vote of the stockholders of the Corporation pursuant to an Action by Written Consent of the Stockholders of the Corporation in Lieu of Special Meeting:

Article 1 of the Certificate is hereby amended and restated to read in its entirety as follows:

"The name of the corporation is Moreover Technologies, Inc."

IN WITNESS WHEREOF, the undersigned officer has executed this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Moreover.com, Inc. this 6th day of July, 2001.



Nicholas Denton
President and Chief Executive Officer

Amendment to Certificate of Incorporation

-1-

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 07/06/2001
010327198 - 3043120