

04-12-2002

FORM PTO-1594  
(Rev. 6-93)

4/01/02

REC



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patent  
thereof.

102053278

attached original documents or copy

<p>1. Name of conveying party(ies): Grand Central Networks, Inc.</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership    <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State Delaware  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes  <input checked="" type="checkbox"/> No</p> <p>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 _____</p> <p>Execution Date: <u>February 20, 2002</u></p>	<p>2. Name and address of receiving party(ies):  Name: <u>Grand Central Communications, Inc.</u>  Internal Address: _____  Street Address: <u>275 Sacramento Street</u>  City: <u>San Francisco</u> State: <u>CA</u> ZIP <u>94111</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached:  <input type="checkbox"/> Yes    <input type="checkbox"/> No  (Designation must be a separate document from Assignment).  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes    <input type="checkbox"/> No</p>															
<p>4. Application number(s) or registration number(s):</p> <table border="0"> <tr> <td>Trademark</td> <td>Application</td> <td>No.(s)</td> </tr> <tr> <td>76/097792</td> <td>76/370,429</td> <td></td> </tr> <tr> <td>76/098092</td> <td>76/370,427</td> <td></td> </tr> <tr> <td>76/302617</td> <td></td> <td></td> </tr> <tr> <td>76/302624</td> <td></td> <td></td> </tr> </table> <p>Additional numbers attached?    Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>	Trademark	Application	No.(s)	76/097792	76/370,429		76/098092	76/370,427		76/302617			76/302624			<p>B. Trademark Registration No.(s)</p> <p style="text-align: right;">OFFICE OF THE COMMISSIONER OF PATENT AND TRADEMARKS  MAR 19 11 52 AM '02  FINANCE SECTION</p>
Trademark	Application	No.(s)														
76/097792	76/370,429															
76/098092	76/370,427															
76/302617																
76/302624																
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Cooley Godward LLP</u></p> <p>Internal Address: <u>Gretchen R. Stroud</u></p> <p>Street Address: <u>Five Palo Alto Square, 3000 El Camino Real</u></p> <p>City: <u>Palo Alto</u> State: <u>CA</u> ZIP <u>94306-2155</u></p>	<p>6. Total number of applications and registration involved: <u>6</u></p> <p>7. Total fee (37 CFR 3.41): \$165.00</p> <p><input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:  <u>03-3118</u>  (Attach duplicate copy of this page if paying by deposit account)</p>															
DO NOT USE THIS SPACE																
<p>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></p> <p style="text-align: center;"><u>Gretchen R. Stroud</u>      <u>March 21, 2002</u>  Gretchen R. Stroud      Date</p> <p>Total number of pages including cover sheet, attachments, and document: <u>4</u></p>																

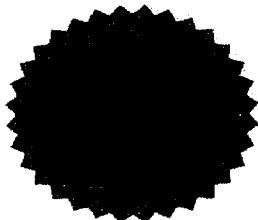
Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

# Delaware

PAGE 1

*The First 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 RESTATED CERTIFICATE OF "GRAND CENTRAL NETWORKS, INC.", CHANGING ITS NAME FROM "GRAND CENTRAL NETWORKS, INC." TO "GRAND CENTRAL COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF FEBRUARY, A.D. 2002, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3228882 8100

020181823

AUTHENTICATION: 1675518

DATE: 03-19-02

TRADEMARK

REEL: 002480 FRAME: 0988

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
GRAND CENTRAL NETWORKS, INC.**

Craig Donato hereby certifies that:

**ONE:** The original name of this corporation is Grand Central Networks, Inc. and the date of filing the original Certificate of Incorporation of this corporation with the Secretary of State of the State of Delaware was May 12, 2000.

**TWO:** He is the duly elected and acting President of Grand Central Networks, Inc., a Delaware corporation.

**THREE:** The Certificate of Incorporation, as previously amended, of this corporation is hereby amended and restated to read as follows:

**I.**

The name of the corporation is **GRAND CENTRAL COMMUNICATIONS, INC.** (the "Corporation" or the "Company").

**II.**

The address of the registered office of the Corporation in the State of Delaware is: 9 East Loockerman Street, City of Dover, County of Kent, State of Delaware, 19901 and the name of the Corporation's registered agent at said address is National Registered Agents, Inc.

**III.**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

**IV.**

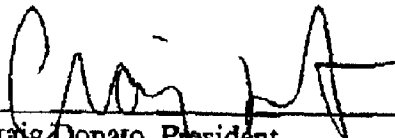
**A.** This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is One Hundred Eighty-Five Million One Hundred Thousand (185,100,000) shares, One Hundred Three Million (103,000,000) shares of which shall be Common Stock (the "Common Stock") and Eighty-Two Million One Hundred Thousand (82,100,000) shares of which shall be Preferred Stock (the "Preferred Stock"). The Common Stock shall have a par value of One Tenth of One Cent (\$0.001) per share and the Preferred Stock shall have a par value of One Tenth of One Cent (\$0.001) per share.

**B.** Except as otherwise provided herein, the number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation (voting together on an as-if-converted basis).

**FIVE:** This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware. This Amended and Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of said Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware and written notice of such was given by the Corporation in accordance with said Section 228.

**IN WITNESS WHEREOF,** GRAND CENTRAL NETWORKS, INC. has caused this Amended and Restated Certificate of Incorporation to be signed by its President this 20<sup>th</sup> day of February, 2002.

**GRAND CENTRAL NETWORKS, INC.**

By:   
Craig Donato, President