

RE

04-22-2002

11-26-01



102062383

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

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):

BENEFITSTREET.COM, INC.

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

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

2. Name and address of receiving party(ies)

Name: BENEFITSTREET, INC.

Internal

Address:

Street Address: 2420 Camino Ramon, Suite 208

City: San Ramon State: CA Zip: 94583

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A (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: August 11, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

N/A

B. Trademark Registration No.(s)

2,486,023

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Suzan S. Rowland or

Jon M. Ishibashi

Internal Address:

Greenan, Peffer, Sallander & Lally LLP

Street Address: Two Annabel Lane, Suite 200

City: San Ramon State: CA Zip: 94583

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:

N/A

(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.

Suzan S. Rowland, Esq.

Attorney-in-Fact

Name of Person Signing

Suzan S Rowland Signature

11/26/01

Date

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

3 + check

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



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 11 2001



Secretary of State

AUG - 8 2001

BILL JONES, Secretary of State

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
BENEFITSTREET.COM, INC.**

James M. Drury and Ken Weida hereby certify that:

1. They are the President and Secretary, respectively, of benefitStreet.com, Inc., a California corporation.

2. Article First of the articles of incorporation of this corporation is hereby amended to read in full as follows:

FIRST: The name of the corporation is

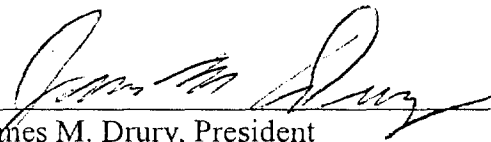
BENEFITSTREET, INC.

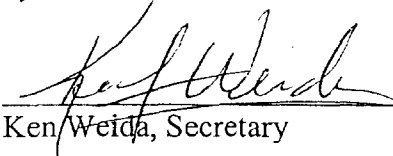
3. The foregoing amendment of the articles of incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of articles of incorporation has been duly approved by the required vote of the shareholders of the corporation in accordance with Section 902 and Section 903 of the California Corporations Code. The total number of outstanding shares of the corporation is 20,338,053 shares of Common Stock, 2,090,000 shares of Series A Preferred Stock, 7,545,601 shares of Series B Preferred Stock and 1,733,676 shares of Series C Preferred Stock. The number of shares voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was a majority of the outstanding shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at San Ramon, California on August 7, 2001.


James M. Drury, President


Ken Weida, Secretary

