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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): Experienceinc Corporation
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: Experience.com, Inc. Internal Address: Street Address: 314 South State Street City: Dover State: DE Zip: 19801
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: 4-25-2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,153,649
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: William H. Murray, Esq. Internal Address: Duane Morris LLP Street Address: One Liberty Place City: Phila State: PA Zip: 19103

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:
(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. Nicole K. McLaughlin Signature Date 4/12/02

05/06/2002 DBYRNE 00000056 2153649

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

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

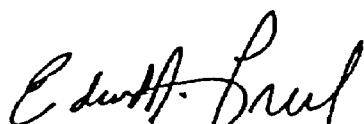
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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 "EXPERIENCEINC CORPORATION", CHANGING ITS NAME FROM "EXPERIENCEINC CORPORATION" TO "EXPERIENCE.COM, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2000, AT 3 O'CLOCK P.M.

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





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0402475

DATE: 04-26-00

TRADEMARK
REEL: 002500 FRAME: 0071

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
EXPERIENCEINC CORPORATION

Experienceinc Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST. That the Board of Directors of the Corporation adopted resolutions in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and that consent of the stockholders in lieu of a special meeting of the stockholders of the Corporation for consideration thereof be obtained. The resolution setting forth the proposed amendment is as follows:

That the Certificate of Incorporation of the Corporation be amended by deleting Article FIRST thereof in its entirety and substituting the following therefor:

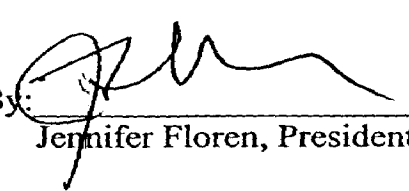
"FIRST: The name of the Corporation is Experience.com, Inc."

SECOND. That thereafter, pursuant to resolution of its Board of Directors, a Consent of the Stockholders in Lieu of a Meeting, in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware, was signed by the holders of a majority of the outstanding shares of each class of stock of the Corporation entitled to vote thereon approving said amendment.

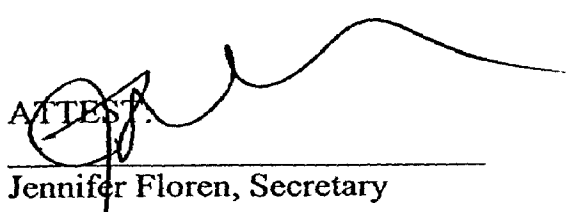
THIRD. That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Incorporation to be signed by its President and its corporate seal to be hereunto affixed and attested by its Secretary, as of the __ day of April, 2000.

EXPERIENCEINC CORPORATION

By: 

Jennifer Floren, President



Jennifer Floren, Secretary

The Commonwealth of Massachusetts

William Francis Galvin Secretary of the Commonwealth One Ashburton Place, Boston, Massachusetts 02108-1512

021 051 055

AMENDED FOREIGN CORPORATION CERTIFICATE (General Laws, Chapter 181, Section 4)

We, Jennifer Floren, President and Jennifer Floren, Clerk of Experienceinc Corporation (Exact name of corporation)

in compliance with the provisions of General Laws, Chapter 181, Section 4, certify that:

- 1. The name of the corporation has been changed to: Experience.com, Inc.
2. The location of its principal office has been changed to: 314 S. State Street, Dover, DE 19801
3. The location of its local office in the Commonwealth of Massachusetts has been changed to: One Faneuil Hall Marketplace, Boston, MA 02109
4. The activities of the corporation within the Commonwealth of Massachusetts have been changed to: SAME
5. The date of the corporation's fiscal year end has been changed to: December 31st
6. The name and street address of the resident agent of the corporation in the Commonwealth of Massachusetts is: Jennifer Floren, One Faneuil Hall Marketplace, Boston, MA 02109
7. The jurisdiction under the laws of which the corporation is organized or governed has been changed to: SAME
8. Other:

SIGNED UNDER THE PENALTIES OF PERJURY, this 28th day of June, 2000. Jennifer Floren, President and Jennifer Floren, Clerk

*Delete the inapplicable words. Note: If this amendment involves a change of name or jurisdiction, a certificate of such change issued by an officer or agency properly authorized in the state or country in which such foreign corporation is organized must be attached to this amended certificate such certificate is in a language other than English, a translation thereof under the oath of the translator must be attached.