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05-13-2002

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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): COMPUSA NET.COM INC. 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: COMPUSA.COM INC. Internal Address: Street Address: 14951 N. DALLAS PARKWAY City: DALLAS State: TX Zip: 75254 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: MARCH 7, 2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/848074 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: KRISTY B. MOTHERSBAUGH Internal Address: Thompson & Knight L.L.P. Street Address: 1700 Pacific Avenue Suite 3300 Dallas Texas 75201 City: State: Zip:

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: 20-0821 (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. KRISTY B. MOTHERSBAUGH Name of Person Signing Signature APRIL 4, 2002 Date Total number of pages including cover sheet, attachments, and document: 2

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

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TRADEMARK REEL: 002503 FRAME: 0348

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CompUSA Net.com Inc.**

CompUSA Net.com Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify:

FIRST: That pursuant to the written consent of the sole member of the Board of Directors of the Corporation dated March 16, 2000, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing that said amendment be submitted to the sole stockholder of the Corporation entitled to vote on such matter for approval. The resolution setting forth the proposed amendment is as follows:

RESOLVED FURTHER, that, subject to stockholder approval of the Amendment, Article First of the Certificate of Incorporation of the Corporation be amended and restated to read in its entirety as follows:

"The name of the Corporation is CompUSA.com Inc."

SECOND: That thereafter, the amendment to the Certificate of Incorporation of the Corporation set forth above was consented to in writing by the sole stockholder of the Corporation entitled to vote on such matter in accordance with Section 228 of the DGCL.

THIRD: That said amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the DGCL.

IN WITNESS WHEREOF, this Certificate of Amendment has been signed on behalf of the Corporation by its duly authorized officer on this 16th day of March, 2000.

CompUSA Net.com Inc.

By: Mark R. Walker
Mark R. Walker, Secretary

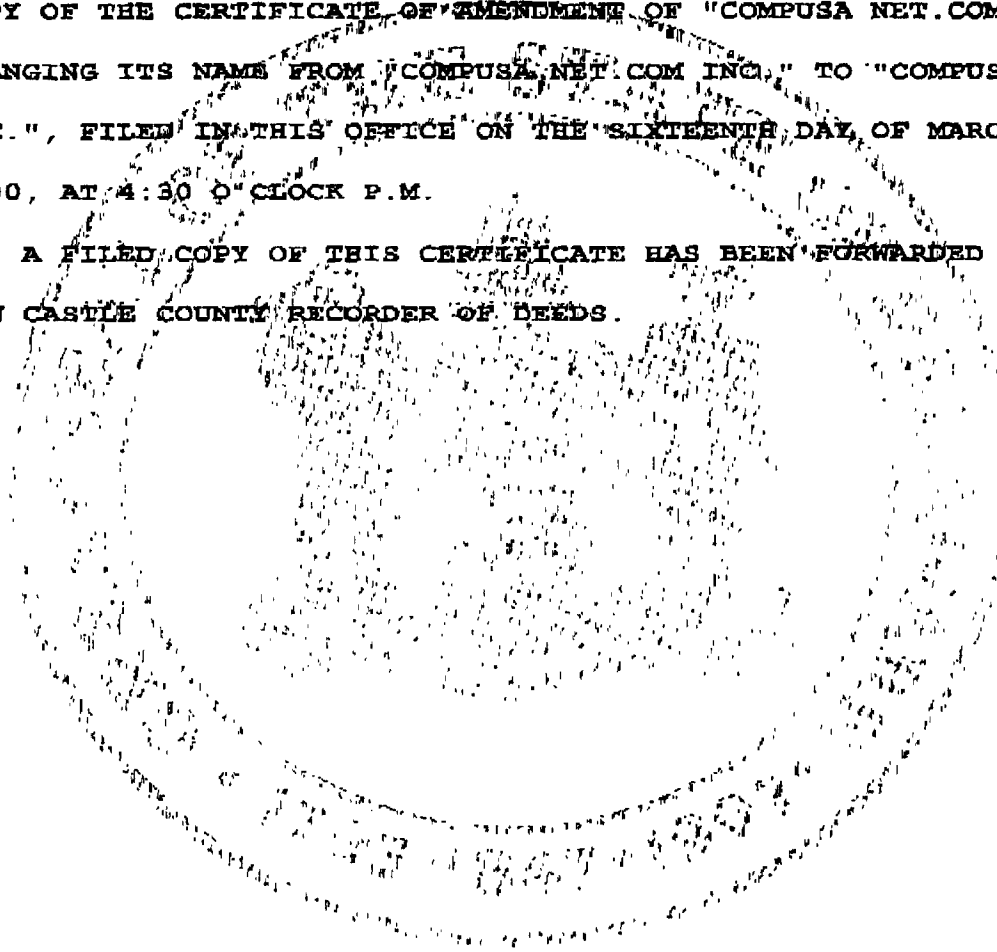
State of Delaware

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Office of the Secretary of State

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 "COMPUSA NET.COM INC.", CHANGING ITS NAME FROM "COMPUSA.NET.COM INC." TO "COMPUSA.COM INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MARCH, A.D. 2000, AT 4:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0321650

DATE: 03-17-00