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06-25-2003

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office



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To the Honorable Commissioner of P:

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iginal documents or copy thereof.

1. Name of conveying party(ies):

comScore, 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: comScore Networks, Inc.

Internal Address: Legal Office

Street Address: 11465 Sunset Hills Rd, Ste 200

City: Reston State: VA Zip: 20190

- 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: 6/28/2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 262626210,

2556866, 2626109

Additional number(s) attached Yes No

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

Name: Christiana L. Lin, Esq.

Internal Address: Legal Office

comScore Networks, Inc.

Street Address: 11465 Sunset Hills Rd, Ste 200

City: Reston State: VA Zip: 20190

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Christiana L. Lin, Esq.

Signature

06/12/03

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 5

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

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF COMSCORE, INC.**

a Delaware corporation

(Originally incorporated on August 19, 1999)

comScore, inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The name of the corporation is comScore, inc. The original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on August 18, 1999.

2. The amendment and restatement herein set forth has been duly approved by the Board of Directors of the corporation and by the stockholders of the corporation pursuant to Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware ("Delaware Law"). Approval of this amendment and restatement was approved by a written consent signed by the stockholders of the corporation pursuant to Section 228 of the Delaware Law.

3. The restatement herein set forth has been duly adopted pursuant to Section 245 of the Delaware Law. This Amended and Restated Certificate of Incorporation restates and integrates and amends the provisions of the corporation's Certificate of Incorporation.

4. The text of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I

The name of this Corporation is comScore Networks, inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19081. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

IN WITNESS WHEREOF, the undersigned has executed this certificate on June 28, 2000.

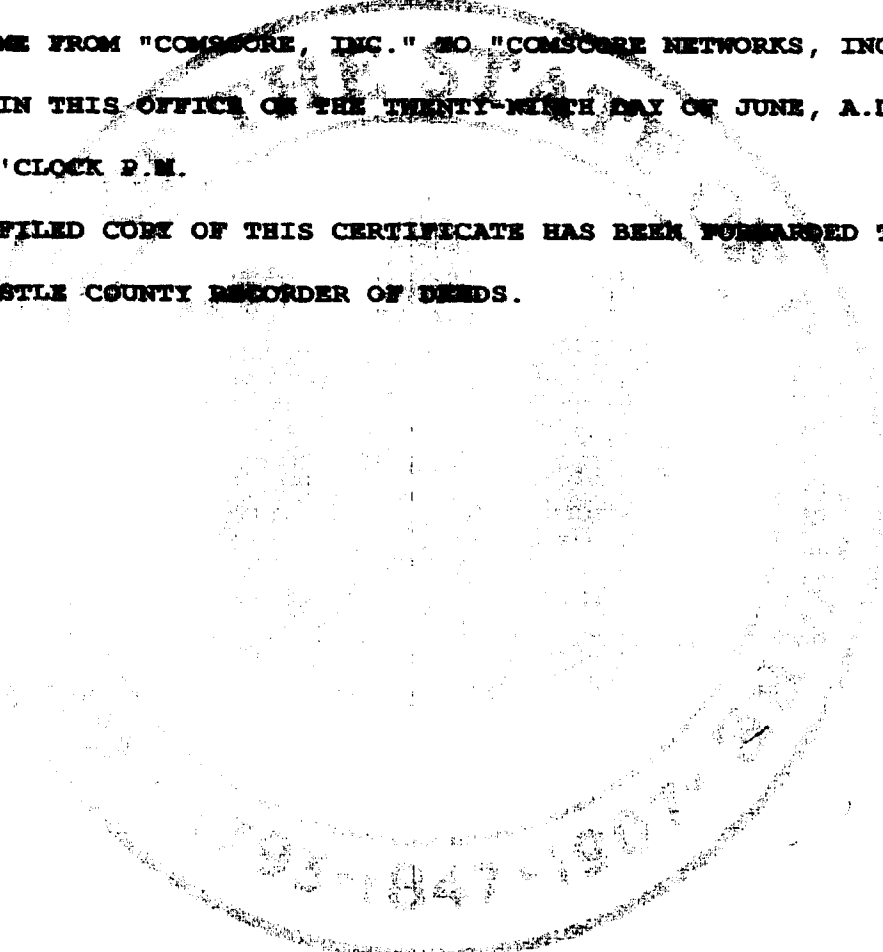
COMSCORE, INC.

By: 
Magid Abraham,
President and Chief Executive Officer

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 RESTATED CERTIFICATE OF "COMSCORE, INC.", CHANGING ITS NAME FROM "COMSCORE, INC." TO "COMSCORE NETWORKS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2000, AT 6 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: 0534255
DATE: 06-30-00