

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Next Phase Media, Inc.		04/30/2004	CORPORATION:

RECEIVING PARTY DATA	
Name:	Reply! Inc.
Street Address:	3000 F. Danville Boulevard, Suite 151
City:	Alamo
State/Country:	CALIFORNIA
Postal Code:	94507
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 5		
Property Type	Number	Word Mark
Registration Number:	2808364	AGENTCONNECT.COM
Serial Number:	78334267	CARCLUB.COM
Serial Number:	76500270	IMOTORS.COM
Serial Number:	76500103	OPENAUTO.COM
Serial Number:	78373501	REPLY.COM

CORRESPONDENCE DATA	
Fax Number:	(650)833-2001
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	650 833-2170
Email:	ataylor@graycary.com
Correspondent Name:	Allyn Taylor, Esq.
Address Line 1:	2000 University Avenue
Address Line 4:	East Palo Alto, CALIFORNIA 94303-2248

ATTORNEY DOCKET NUMBER:	2501087-900100
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NAME OF SUBMITTER:	Cheryl A. Goodall
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CH \$140.00 2808364

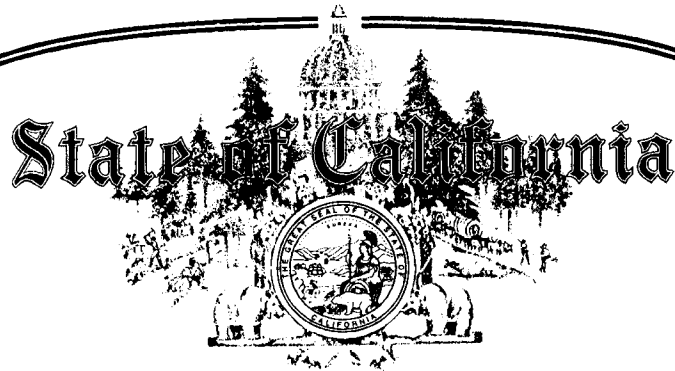
Total Attachments: 4

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SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 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

MAY - 8 2004



Kevin Shelley
Secretary of State

A0611634

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEXT PHASE MEDIA, INC.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAY - 3 2004

KEVIN SHELLEY
Secretary of State

Payam Zamani certifies that:

1. He is the President and Secretary of Next Phase Media, Inc., a California corporation (the "*Corporation*").
2. The Articles of Incorporation of this corporation shall be amended and restated to read in full as follows:

ARTICLE I

The name of the corporation is Reply! Inc.

ARTICLE II

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 California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

The Corporation is authorized to issue only one class of shares of stock, which shall be designated "Common Stock," without par value. The total number of shares which the corporation is authorized to issue is Twenty Million (20,000,000).

Effective upon filing this Amended and Restated Articles of Incorporation, each outstanding share of Common Stock shall be split into Two (2) shares of Common Stock. All references to the number of shares of Common Stock herein shall be on a post-split basis, unless otherwise indicated.

ARTICLE IV

The Corporation shall provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject to the applicable limits on indemnification set forth in Sections 204 and 317(f) of the California Corporations Code. Any repeal or modification of this Article V, or the adoption of any provision of the Articles of Incorporation inconsistent with this Article V, shall only be prospective and shall not adversely affect the rights under this Article V in effect at the time of the alleged occurrence of any action or omission to act giving rise to indemnification.

* * *

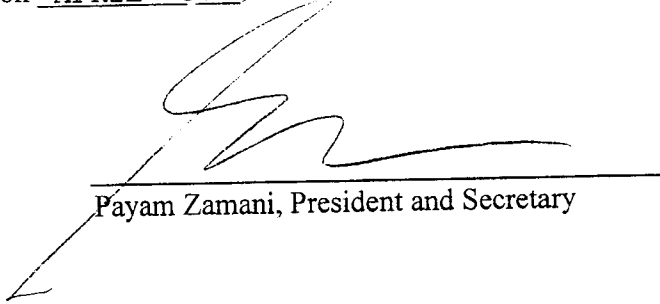
3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of the shareholders of the Corporation in accordance with Sections 603 and 903 of the California General Corporation Law. The total number of outstanding shares of the Corporation entitled to vote with respect to the foregoing amendment and restatement of the Articles of Incorporation was 5,055,000 shares of Common Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

The undersigned certifies under penalty of perjury under the laws of the State of California that he has read the foregoing Amended and Restated Articles of Incorporation and knows the contents thereof, and that the statements therein are true.

Executed in Palo Alto, California, on APRIL 30, 2004.



Payam Zamani, President and Secretary

Gray Cary\PA\10342173.2
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