

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Lifescape Solutions, Inc. *10.27.03*

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 09/03/03

2. Name and address of receiving party(ies)

Name: Picasa, Inc.

Internal Address: _____

Street Address: 130 West Union Street

City: Pasadena State: CA Zip: 91103

- 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

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

A. Trademark Application No.(s) 76448189; 76448186;
76448185; 76448140; 76508013;

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: Stacie N. Simons

Internal Address: _____

Street Address: Idealab
130 West Union Street

City: Pasadena State: CA Zip: 91103

6. Total number of applications and registrations involved: _____

7

7. Total fee (37 CFR 3.41).....\$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501154

DO NOT USE THIS SPACE

9. Signature.

Stacie N. Simons
Name of Person Signing

Stacie N. Simons
Signature

October 3, 2003
Date

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

5

10/30/2003 ECOOPER 00000115 501154 76448189
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:8521 40.00 DA
02 FC:8522 150.00 DA

Additional Trademark Application Nos.:

76508114; 76508113

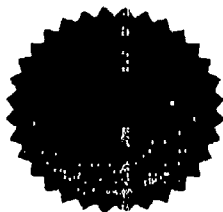
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "LIFESCAPE SOLUTIONS, INC.", CHANGING ITS NAME FROM "LIFESCAPE SOLUTIONS, INC." TO "PICASA, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF SEPTEMBER, A.D. 2003, AT 4:54 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3447548 8100

030569665

AUTHENTICATION: 2615488

DATE: 09-04-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:04 PM 09/03/2003
FILED 04:54 PM 09/03/2003
SRV 030569665 - 3447548 FILE

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

LIFESCAPE SOLUTIONS, INC.

Lifescape Solutions, Inc. (the "corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law") hereby certifies as follows:

1. The corporation was incorporated on October 19, 2001 under the name Newbury Ideas, Inc., which name was changed to Lifescape Solutions, Inc. on January 11, 2002, pursuant to the General Corporation Law. This Amended and Restated Certificate of Incorporation changes the name of the corporation to Picasa, Inc.

2. The corporation does hereby effect a reverse stock split by changing and reclassifying each ten (10) shares of the corporation's Common Stock, par value \$0.001 issued and outstanding and each ten (10) shares of the corporation's Series A Preferred Stock, par value \$0.001 issued and outstanding at 9:00 a.m. on the effective date of this Amended and Restated Certificate of Incorporation, into one (1) share of Common Stock, par value \$0.001 or one (1) share of Series A Preferred Stock, par value \$0.001, respectively. Any fractional share held by a holder of record of the Common Stock or the Preferred Stock as a result of the reverse stock split shall be rounded up to the next whole number. Stock certificates issued prior to the reverse stock split shall thereafter be deemed to represent the number of shares of Common Stock or Preferred Stock, as applicable, giving effect to such reverse stock split.

3. Pursuant to the reverse stock split, the conversion prices, dividend amounts and liquidation preferences for the Series A Preferred Stock have been adjusted to reflect the reverse stock split.

4. Each share of Series A Preferred Stock of the corporation authorized or outstanding prior to the effective date of this Amended and Restated Certificate of Incorporation is renamed Series A-1 Preferred Stock upon the filing of this Amended and Restated Certificate of Incorporation, and a new class of Preferred Stock designated Series A-2 Preferred Stock is created herein.

5. Pursuant to Sections 242 and 245 of the General Corporation Law, this Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Amended and Restated Certificate of Incorporation of the corporation, as in effect prior to the filing hereof.

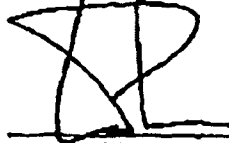
6. The Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

FIRST: The name of the corporation is Picasa, Inc.

SECOND: The address of the corporation's registered office in the State of Delaware is 15 East North Street, in the City of Dover, County of Kent, Delaware 19901. The name of its registered agent at such address is Incorporating Services, Ltd.

IN WITNESS WHEREOF, the corporation has caused this Amended and Restated Certificate of Incorporation to be signed by Lars Perkins, its Chief Executive Officer this 3rd day of September, 2003.

LIFESCAPE SOLUTIONS, INC.



Lars Perkins, Chief Executive Officer

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