

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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
Jabber.com, Inc.	Jabber, Inc.	07/05/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Jabber, Inc.
Street Address:	1899 Wynkopp
Internal Address:	Suite 600
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2623241	JABBER
Registration Number:	2506313	

CORRESPONDENCE DATA	
Fax Number:	(612)632-4347
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	612 632-3357
Email:	trademark@gpmlaw.com
Correspondent Name:	Jennifer C. Debrow
Address Line 1:	P.O. Box 2906
Address Line 4:	Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	78234-US-002
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NAME OF SUBMITTER:	Gwen Spurrier
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Total Attachments: 5
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**RESTATED CERTIFICATE OF INCORPORATION
OF
JABBER.COM, INC.

Jabber.com, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Jabber.com, Inc. and the name under which the corporation was originally incorporated is Jabber, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was February 15, 2000.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by, amending the first Article to change the corporation's name and amending the fourth Article to increase the number of authorized shares of common stock.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

ARTICLE I

The name of this corporation is Jabber, Inc. (the "Corporation").

ARTICLE II: REGISTERED OFFICE & AGENT

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

ARTICLE III: PURPOSE

The nature of the business 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: AUTHORIZED SHARES

The Corporation is authorized to issue two classes of shares of stock to be designated, respectively, Common Stock, \$0.01 par value, and Preferred Stock, \$0.01 par value. The total number of shares that the Corporation is authorized to issue is 75,000,000 shares. The number of shares of Common Stock authorized is 55,000,000. The number of shares of Preferred Stock authorized is 20,000,000. The Preferred Stock may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly

adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board). The Board of Directors is further authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and to fix the number of shares of any series of Preferred Stock and the designation of any such series of Preferred Stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares in any such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. The authority of the Board of Directors with respect to each such class or series shall include, without limitation of the foregoing, the right to determine and fix: (a) the distinctive designation of such class or series and the number of shares to constitute such class or series; (b) the rate at which dividends, if any, on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms; (c) the right or obligation, if any, of the corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption; (d) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation; (e) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; (f) the obligation, if any, of the corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation; (g) voting rights, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; (h) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and (i) such other preferences, powers, qualifications, special or relative rights and privileges thereof as the Board of Directors of the Corporation, acting in accordance with this Certificate of Incorporation, may deem advisable and are not inconsistent with law and the provisions of this Certificate of Incorporation.

ARTICLE V: CUMULATIVE VOTING PROHIBITION

Holders of stock of any class or series of this Corporation shall not be entitled to cumulate their votes for the election of directors or any other matter submitted to a vote of the stockholders.

ARTICLE VI: NO PREEMPTIVE RIGHTS

Stockholders shall have no rights, preemptive or otherwise, to acquire any part of any unissued shares or other securities of this Corporation or of any rights to purchase shares or other securities of this Corporation before the Corporation may offer them to other persons.

ARTICLE VII: NUMBER OF DIRECTORS

The number of directors of the Corporation shall be fixed from time to time by resolution of the Board of Directors or by the stockholders at the annual meeting of stockholders. Elections of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

ARTICLE VIII: AMENDMENT OF BYLAWS

Except as otherwise provided by this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any and all of the Bylaws of the Corporation.

ARTICLE IX: REMOVAL OF DIRECTOR

Any director may be removed from office either with or without cause at any time by the affirmative vote of stockholders of record holding a majority of the outstanding shares of the stock of this Corporation entitled to vote, given at a meeting of the stockholders called for that purpose.

ARTICLE X: LIMITATION OF LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for (i) liability based on a breach of the duty of loyalty to the Corporation or the stockholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the Corporation's stock under Section 174 of the Delaware General Corporation Law or; (iv) liability for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approved by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article XI by the stockholders of the Corporation is prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time,

or increase the liability of any director of this Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE XI: INDEMNIFICATION

To the fullest extent permitted by applicable law, this Corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Delaware law permits this Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of the State of Delaware, subject only to limits created by applicable Delaware law (statutory or non-statutory) with respect to actions for breach of duty to this Corporation, its stockholders, and others.

Any repeal or modification of any of the foregoing provisions of this Article XII shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such repeal or modification.

ARTICLE XII: STOCKHOLDER MEETINGS

Meeting of the stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE XIII: AMENDMENT OF CERTIFICATE

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

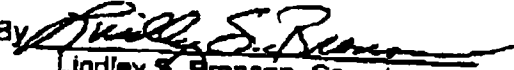
ARTICLE XIV: ACTION IN WRITING

Any action required to be taken, or which may be taken, at any annual or special meeting of stockholders of the Corporation, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent must be given to those stockholders who have not consented in writing.

4. This Restated Certificate of Incorporation was duly adopted by vote of the stockholders in accordance with Section 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Lindley S. Branson, its Secretary, this 5th day of July, 2001.

Jabber.com, Inc.

By 
Lindley S. Branson, Secretary

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