

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Transcomputing International Corporation		06/27/2000	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	seeUthere.com, Inc.		
Street Address:	3920 Freedom Circle		
Internal Address:	Suite 200		
City:	Santa Clara		
State/Country:	CALIFORNIA		
Postal Code:	95054		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2563761	SEEUTHERE	
CORRESPONDENCE DATA			
Fax Number:	(650)938-5200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(650) 988-8500		
Email:	trademark@fenwick.com		
Correspondent Name:	Connie L. Ellerbach, Esq.		
Address Line 1:	Silicon Valley Center		
Address Line 2:	801 California Street		
Address Line 4:	Mountain View, CALIFORNIA 94041-2008		
ATTORNEY DOCKET NUMBER:	22950-00070		
NAME OF SUBMITTER:	Joan Brennan Jolliffe		
Total Attachments: 1 source=transcomputing1#page1.tif			

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SEP 25 2000

207 2718
TRANSCOMPUTING INTERNATIONAL CORPORATION
RESTATED ARTICLES OF INCORPORATION

Bill Jones
BILL JONES, Secretary of State

John Chang and Jeff Tevis hereby certify that:

1. They are the President and the Secretary, respectively, of TRANSCOMPUTING INTERNATIONAL CORPORATION, a California corporation.
2. The articles of incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

The name of the corporation (the "Company") is seeUthere.com, Inc.

ARTICLE II

The purpose of the Company 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 Company is authorized to issue two classes of shares, designated respectively "Common Stock" and "Preferred Stock". The Company is authorized to issue 60,000,000 shares of Common Stock, no par value. The Company is authorized to issue 30,000,000 shares of Preferred Stock, no par value, of which 9,544,873 shares are designated "Series A Preferred Stock" ("Series A Preferred"), 6,666,667 shares are designated "Series B Preferred Stock" ("Series B Preferred") and 11,046,063 shares are designated "Series C Preferred Stock" ("Series C Preferred"). The remaining 2,742,397 shares of Preferred Stock may be issued from time to time in one or more series. The Company's Board of Directors (the "Board") is authorized to fix the number of shares of any such series of Preferred Stock and to determine the designation of any such series. The Board is authorized to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock. The Board is further authorized, within the limits and restrictions stated in any resolution of the Board originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issuance of shares of that series. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series. The foregoing powers of the Board are subject in each case to the protective provisions set forth in Section 6 hereof. Each share of Preferred Stock reacquired by the Company by redemption, purchase, conversion, or otherwise will be canceled and may not be reissued.