

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
Centerpost Corporation		05/07/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CenterPost Communications, Inc.		
Street Address:	200 West Monroe, Suite 1400		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606-5015		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	76184684	SMARTMESSAGING	
Serial Number:	76060471	SMARTMESSAGING	
Registration Number:	2602556	SMARTRESPONSE	
Registration Number:	2655545		
Registration Number:	2796494	SMARTDELIVERY	
CORRESPONDENCE DATA			
Fax Number:	(402)964-5050		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(402) 964-5000		
Email:	pto-om@blackwellsanders.com		
Correspondent Name:	David H. Milligan		
Address Line 1:	1620 Dodge Street, Suite 2100		
Address Line 4:	Omaha, NEBRASKA 68102-1504		
NAME OF SUBMITTER:	David H. Milligan		

CH \$140.00 76184684

Signature:	/David H. Milligan/
Date:	03/05/2007
Total Attachments: 5 source=CenterPost Name Change#page1.tif source=CenterPost Name Change#page2.tif source=CenterPost Name Change#page3.tif source=CenterPost Name Change#page4.tif source=CenterPost Name Change#page5.tif	

Delaware

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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 CERTIFICATE OF AMENDMENT OF "CENTERPOST CORPORATION", CHANGING ITS NAME FROM "CENTERPOST CORPORATION" TO "CENTERPOST COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 2004, AT 6:24 O'CLOCK P.M.



3143365 8100

070146593

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5421189

DATE: 02-09-07

TRADEMARK
REEL: 003492 FRAME: 0916

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
CENTERPOST CORPORATION

(Original Certificate of Incorporation filed December 16, 1999
under Delaware file number 3143365)

Centerpost Corporation (the "**Corporation**"), a corporation duly organized and existing under, and by virtue of, the General Corporation Law of the State of Delaware (the "**Act**"), does hereby certify as follows:

1. The name of the Corporation is Centerpost Corporation.
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware (the "**Secretary**") on December 16, 1999, under the name BrightHub, Inc. The dates of filing those certain Certificates of Amendment to the Certificate of Incorporation of the Corporation with the Secretary were February 18, 2000, March 20, 2000, June 7, 2000, June 23, 2000, August 28, 2001, and September 29, 2003.
3. In accordance with the provisions of Section 242 of the Act, an amendment to the Certificate of Incorporation of the Corporation (the "**Amendment**") has been duly adopted by the Board of Directors of the Corporation, pursuant to unanimous written consent in accordance with Section 141(f) of the Act and that the Amendment was duly adopted and approved pursuant to a written consent signed by the holders of a majority of the issued and outstanding shares of Common Stock and Preferred Stock of the Corporation, voting together as a single class on an as converted basis, in accordance with Section 228 of the Act.
4. This Amendment hereby amends the name of the Corporation to be "CenterPost Communications, Inc."
5. This Amendment hereby amends and restates the first paragraph of Section 1 of Part A of Article IV of the Certificate of Incorporation of the Corporation to read in its entirety as follows:

"Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the Corporation is authorized to issue is 136,929,438 shares of which 77,115,219 shares shall be Common Stock, \$0.001 par value, and 59,814,219 shares shall be Preferred Stock, \$0.001 par value. The Preferred Stock authorized by this Certificate of Incorporation may be issued from time to time in one or more series."

6. This Amendment hereby amends and restates Section 3(d)(i) of Part B of Article IV of the Certificate of Incorporation of the Corporation to read in its entirety as follows:

“Definition of “Additional Stock”. For purposes of this Section 3(d)(i) and Section 3(d)(i) of Parts C and D of this Article IV, “Additional Stock” shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to Section 3(d)(i)(E) of Parts B, C, and D of this Article IV) by the Corporation after the Series III Issue Date other than:

(1) Up to 11,955,000 shares of Common Stock issuable or issued to officers, directors, employees, consultants, and affiliates of the Corporation pursuant to a stock option or stock purchase plan or agreement approved by the Board of Directors of the Corporation (the “Option Pool”);

(2) Up to 5,000,000 shares of Series III Preferred Stock to a Person approved by at least 60% of the Board of Directors;

(3) Common Stock issued or issuable upon conversion of the Series I Preferred Stock, the Series II Preferred Stock or the Series III Preferred Stock;

(4) Common Stock issued pursuant to a transaction described in Section 2(c)(i) hereof; and

(5) 250,000 shares of Common Stock (or securities convertible into or exchangeable for Common Stock) (appropriately adjusted for any stock split, stock dividend, combination or other recapitalization) issued after September 29, 2003 in connection with strategic alliances made by the Corporation as approved by the Board of Directors;

(6) Warrants (the “Bridge Warrants”) issued pursuant to that certain Secured Convertible Note and Warrant Purchase Agreement, dated on or about May 11, 2004 (the “Note Purchase Agreement”);

(7) Series III Preferred Stock or other capital stock of the Corporation issuable upon (A) exercise of the Bridge Warrants or (B) conversion of those certain Secured Promissory Notes issued pursuant to the Note Purchase Agreement; and

(8) Warrants issued to the Company’s senior lenders or equipment lessors exercisable for up to 500,000 shares of Series III Preferred Stock and the issuance of such shares upon the exercise of such warrants (collectively with (1) through (7), the “Exempt Issuances”).

7. This Amendment hereby amends and restates the first paragraph of Part D of Article IV of the Certificate of Incorporation of the Corporation to read in its entirety as follows:

“Rights, Preferences and Restrictions of Series III Preferred Stock. The third series of Preferred Stock shall be designated “Series III Convertible Preferred Stock” (the “Series III Preferred Stock”) and shall consist of 22,082,418 shares. The rights, preferences, privileges, and

restrictions granted to and imposed on the Series III Preferred Stock are as set forth below in this Article IV(D).”

8. That all other relative rights and preferences relating to the Common Stock and Preferred Stock shall remain as stated in the Certificate of Incorporation, as amended.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned, being the Chief Executive Officer and President of the Corporation, for the purpose of amending the Certificate of Incorporation of the Corporation pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true, and accordingly has hereunto signed this Certificate of Amendment to Certificate of Incorporation as of May 7, 2004.

/s/John H. Bonde

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