

**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
comScore Networks, Inc.		07/02/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	comScore, Inc.
Street Address:	11465 Sunset Hills Road, Suite 200
City:	Reston
State/Country:	VIRGINIA
Postal Code:	20190
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3332499	METRIX
Registration Number:	3081794	COGNOGRAPHICS
Registration Number:	2771833	LOCALSCORE
Registration Number:	2917173	COMSCORE NETWORKS
Registration Number:	2365161	E-TRENDS
Registration Number:	2369291	E-TRENDS
Registration Number:	2303265	MEDIA METRIX

CORRESPONDENCE DATA

Fax Number: (703)438-2350  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 703-438-2000  
 Email: clin@comscore.com  
 Correspondent Name: Christiana Lin  
 Address Line 1: 11465 Sunset Hills Road, Suite 200  
 Address Line 4: Reston, VIRGINIA 20190

OP \$190.00 3332499

NAME OF SUBMITTER:	Christiana Lin
Signature:	/Christiana Lin/
Date:	03/19/2008

**Total Attachments: 10**

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source=comScore, Inc. Certificate of Incorporation (Name Change Amendment)#page2.tif  
source=comScore, Inc. Certificate of Incorporation (Name Change Amendment)#page3.tif  
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# Delaware

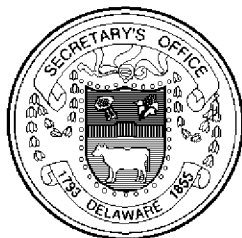
PAGE 1

*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 CERTIFICATE OF AMENDMENT OF "COMSCORE NETWORKS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MARCH, A.D. 2007, AT 12:32 O'CLOCK P.M.

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

3075628 8100  
070337013



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5521319

DATE: 03-20-07

TRADEMARK  
REEL: 003742 FRAME: 0968

**CERTIFICATE OF AMENDMENT  
OF THE  
SEVENTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
COMSCORE NETWORKS, INC.**

a Delaware corporation

(Originally incorporated on August 18, 1999)

comScore Networks, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**Corporation**"), does hereby certify that:

1. The name of the Corporation prior to filing this Certificate of Amendment of the Seventh Amended and Restated Certificate of Incorporation is comScore Networks, Inc., originally incorporated as comScore, inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 18, 1999.

2. The amendment herein set forth has been duly approved by the Board of Directors of the Corporation and by the stockholders of the Corporation pursuant to Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware ("**Delaware Law**"). This amendment was approved by a written consent signed by the stockholders of the Corporation pursuant to Section 228 of Delaware Law.

4. The text of Article I of the Corporation's Certificate of Incorporation is hereby deleted and amended in its entirety to read as follows:

"The name of the Corporation is comScore, Inc."

\* \* \*

IN WITNESS WHEREOF, the undersigned has executed this certificate on March 20, 2007.

COMSCORE NETWORKS, INC.

By: /s/ Magid Abraham  
Magid Abraham,  
President and Chief Executive Officer

# Delaware

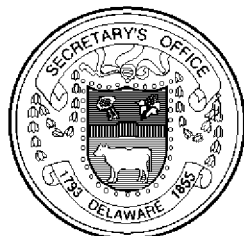
PAGE 1

*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 "COMSCORE, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 2007, AT 1:11 O'CLOCK P.M.

3075628 8100

071045893



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6022867

DATE: 09-24-07

TRADEMARK  
REEL: 003742 FRAME: 0971

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF COMSCORE, INC.**  
a Delaware corporation

comScore, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "*Corporation*"), does hereby certify that:

1. The name of the Corporation is comScore, Inc., originally incorporated as comScore, inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 18, 1999.

2. The amendment and restatement herein set forth has been duly approved by the Board of Directors of the Corporation and by the stockholders of the Corporation pursuant to Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware ("*DGCL*"). Approval of this amendment and restatement was approved by a written consent signed by the stockholders of the Corporation pursuant to Section 228 of the *DGCL*.

3. The restatement herein set forth has been duly adopted pursuant to Section 245 of the *DGCL*. This Amended and Restated Certificate of Incorporation restates and integrates and amends the provisions of the Corporation's Certificate of Incorporation.

4. The text of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

**ARTICLE I**

The name of the Corporation is comScore, Inc.

**ARTICLE II**

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19081. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the *DGCL*.

## ARTICLE IV

### A. Capital Stock.

1. This Corporation is authorized to issue two classes of stock, to be designated, respectively, "**Common Stock**" and "**Preferred Stock.**" The total number of shares which the Corporation is authorized to issue is One Hundred and Five Million (105,000,000) shares. One Hundred Million (100,000,000) shares shall be Common Stock, par value \$0.001 per share, and Five Million (5,000,000) shares shall be Preferred Stock, par value \$0.001 per share.

2. The Board of Directors is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, the number of which was fixed by it, subsequent to the issuance of shares of such series then outstanding, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in this Amended and Restated Certificate of Incorporation or the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then 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.

### B. Common Stock.

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, if and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Voting Rights. Each holder of Common Stock shall be entitled to one (1) vote for each share of Common Stock held, shall be entitled to notice of any stockholder meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as is otherwise provided herein or as may be provided by law.

3. Increase or Decrease in Authorized Shares. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by an affirmative vote of the holders of a majority of the outstanding shares of capital stock of the Corporation, on an as-converted to Common Stock basis, irrespective of Section 242(b)(2) of the Delaware General Corporation Law.

## ARTICLE V

A. Number of Directors. The number of directors that constitutes the entire Board of Directors of the Corporation shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. At each annual meeting of stockholders, directors of the Corporation shall be elected to hold office until the expiration of the term for which they are elected and until their successors have been duly elected and qualified or until their earlier resignation or removal; except that if any



such election shall not be so held, such election shall take place at a stockholders' meeting called and held in accordance with the DGCL.

B. Classification of Directors. The directors of the Corporation shall be divided into three classes as nearly equal in size as is practicable, hereby designated Class I, Class II and Class III. The term of office of the initial Class I directors shall expire at the first regularly-scheduled annual meeting of the stockholders following the effective date of the Corporation's initial public offering (the "*Effective Date*"), the term of office of the initial Class II directors shall expire at the second annual meeting of the stockholders following the Effective Date and the term of office of the initial Class III directors shall expire at the third annual meeting of the stockholders following the Effective Date. At each annual meeting of stockholders, commencing with the first regularly-scheduled annual meeting of stockholders following the Effective Date, each of the successors elected to replace the directors of a class whose term shall have expired at such annual meeting shall be elected to hold office until the third annual meeting next succeeding his or her election and until his or her respective successor shall have been duly elected and qualified.

C. Removal and Vacancies. Notwithstanding the foregoing provisions of this Article, each director shall serve until his or her successor is duly elected and qualified or until his or her death, resignation, or removal. If the number of directors is hereafter changed, any newly created directorships or decrease in directorships shall be so apportioned among any classes of directors as designated hereby as to make all such classes as nearly equal in number as is practicable, provided that no decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Vacancies occurring on the Board of Directors for any reason and newly created directorships resulting from an increase in the authorized number of directors may be filled only by vote of a majority of the remaining members of the Board of Directors, although less than a quorum, or by a sole remaining director, at any meeting of the Board of Directors. A person so elected by the Board of Directors to fill a vacancy or newly created directorship shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor shall be duly elected and qualified.

Notwithstanding the foregoing, any director may be removed from office by the stockholders of the Corporation only for cause.

## ARTICLE VI

The Corporation is to have perpetual existence.

## ARTICLE VII

A. Except as otherwise provided in this Amended and Restated Certificate of Incorporation, the Board of Directors may make, repeal, alter, amend or rescind any or all of the Bylaws of the Corporation. Any adoption, amendment or repeal of the Bylaws of the Corporation by the Board of Directors shall require the approval of a majority of the Board of Directors.

B. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Amended and Restated Certificate of Incorporation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of the then outstanding shares of voting stock entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal all or any portion of Article II, Section 3.2, Section 3.3, Section 3.4, Section 3.14, Article VI or Article IX of the Bylaws of the Corporation.

## ARTICLE VIII

A. Written Ballots. Elections of directors at an annual or special meeting need not be by written ballot unless the Bylaws of the Corporation shall so provide.

B. Location of Meetings and Books and Records. Meetings of 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.

C. No Action by Written Consent of Stockholders. No action shall be taken by the stockholders of the Corporation except at an annual or special meeting of the stockholders called in accordance with the Bylaws, and no action shall be taken by the stockholders by written consent.

D. Special Meetings. Special meetings of stockholders of the Corporation may be called only by the Chairman of the Board of Directors, the Chief Executive Officer of the Corporation, or the Board of Directors acting pursuant to a resolution adopted by a majority of the Board of Directors and any power of stockholders to call a special meeting is specifically denied. Only such business shall be considered at a special meeting of stockholders as shall have been stated in the notice for such meeting.

E. Advance Notice Provisions. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

## ARTICLE IX

The Corporation reserves the right to amend or repeal any provision contained in this Amended and Restated Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware and all rights conferred upon stockholders are granted subject to this reservation; *provided, however,* that, notwithstanding any other provision of this Amended and Restated Certificate of Incorporation, or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the stock of this Corporation required by law or by this Amended and Restated Certificate of Incorporation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of the then outstanding shares of voting stock entitled to vote generally in the election of directors, voting

together as a single class, shall be required to amend or repeal this Article IX, Article V, Article VII, Sections C, D and E of Article VIII, or Article X.

## ARTICLE X

To the fullest extent permitted by the DGCL, as it presently exists or may hereafter be amended from time to time, 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. If the DGCL is amended 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 DGCL, as so amended.

The Corporation shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "*Proceeding*") by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Corporation shall have the power to indemnify, to the extent permitted by the DGCL, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article X, nor the adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article X, shall eliminate or reduce the effect of this Article X in respect of any matter occurring, or any cause of action, suit or proceeding accruing or arising or that, but for this Article X, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

\* \* \*

IN WITNESS WHEREOF, the undersigned has executed this certificate on July 2, 2007.

COMSCORE, INC.

By: /s/ Magid Abraham  
Magid Abraham,  
President and Chief Executive Officer