

FORM PTO-1618A
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09-29-1999



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U.S. Department of Commerce
Patent and Trademark Office

TRADEMARK

MRO
9-24-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

09/28/1999 MTHAI1 00000242 75681098

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40.00 OP
50.00 OP

Public burden for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:

TRADEMARK

REEL: 001966 FRAME: 0817

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75681098"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75681097"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75779930"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Neva M. Smith
Name of Person Signing

Neva M. Smith
Signature

September 24, 1999
Date Signed

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "PRINTBIZ.COM, INC.", CHANGING ITS NAME FROM "PRINTBIZ.COM, INC." TO "PRINTNATION.COM, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF AUGUST, A.D. 1999, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3009584 8100
991354375

AUTHENTICATION: 9938395
DATE: 08-25-99

TRADEMARK
REEL: 001966 FRAME: 0819

**SECOND RESTATED
CERTIFICATE OF INCORPORATION
OF
PRINTBIZ.COM, INC.**

PrintBiz.com, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (hereinafter referred to as the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is PrintBiz.com, Inc. and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on February 24, 1999 and restated and amended on July 19, 1999.

2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, and having been adopted in accordance therewith, this Second Restated Certificate of Incorporation restates and further integrates and amends the provisions of the Certificate of Incorporation of the Corporation.

3. The text of the Certificate of Incorporation, as it may have heretofore been amended or supplemented, is hereby restated and further amended to read in its entirety as follows:

FIRST

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

SECOND

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

THIRD

The purpose of the Corporation is to engage in the lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

FOURTH

The 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 14,510,000 shares, 10,000,000 shares of which shall be Common Stock, each with a par value of \$0.001 per share (the "Common Stock"), and 4,510,000 shares of which shall be Preferred Stock, each with a par value of \$0.001 per share (the "Preferred Stock").

The Preferred Stock may be divided into such number of series as the Board of Directors may determine, subject to the other provisions of this Second Restated Certificate of Incorporation. 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 any series then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

The terms and provisions of the Preferred Stock are as follows, provided, however, that a majority in voting power of the then outstanding shares of any series of Preferred Stock may waive any of the following rights, powers or preferences applicable to said series of Preferred Stock, provided further, however, that no such waiver shall act as a waiver of the rights, powers or preferences of any other series of Preferred Stock.

SECTION 1 SERIES A PREFERRED STOCK

1. Designation. A series of the Preferred Stock of the Corporation is hereby designated as "Series A Preferred Stock." The Series A Preferred Stock shall consist of 510,000 shares.

2. Dividends.

(a) Treatment of Preferred. The Series A Preferred Stock shall be entitled to receive dividends of \$0.10 per share (as adjusted for stock splits, combinations, reorganizations and the like) per annum, out of any assets at the time legally available therefore, when, as and if declared by the Board of Directors, prior and in preference to the Common Stock. No dividends (other than those payable solely in Common Stock or other securities or rights convertible into or entitling the holder to receive, directly or indirectly, additional shares of Common Stock) shall be paid on any Common Stock unless and until a dividend is paid on each outstanding share of Series A Preferred Stock in an amount equal to or greater than the aggregate amount of dividends which would be payable on each share of Series A Preferred Stock if, immediately prior to such payment, it had been converted into Common Stock. The Board of Directors is under no obligation to declare dividends, no rights shall accrue to the holders of Series A Preferred Stock if dividends are not declared, and any dividends declared shall be noncumulative.

(b) Priority of Dividends. The Corporation shall make no Distribution (as defined below) to the holders of shares of Common Stock except in accordance with paragraph 2(a) above.

(c) Distribution. As used in this section, "Distribution" means the transfer of cash or property without consideration, whether by way of dividend or otherwise (except a dividend in shares of the Corporation) or the purchase of shares of the Corporation (other than in connection with the repurchase of shares of Common Stock issued to or held by employees, consultants, officers and directors at a price not greater than the amount paid by such persons for such shares upon termination of their employment or services pursuant to agreements providing for the right of said repurchase) for cash or property.

(d) Consent to Certain Repurchases. As authorized by Section 402.5(c) of the General Corporation Law of California, Sections 502 and 503 of the General Corporation Law of California shall not apply with respect to Distributions made by the Corporation in connection with the repurchase of shares of Common Stock issued to or held by employees, consultants, officers and directors at a price not greater than the amount paid by such person for such shares upon termination of their employment or services pursuant to agreements providing for the right of said repurchase, which agreements were authorized by the approval of the Corporation's Board of Directors.

3. Liquidation Rights.

(a) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation ("Liquidation"), either voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, out of the assets of the Corporation, the Liquidation Preference specified for each share of Series A Preferred Stock then held by them before any payment shall be made or any assets distributed to the holders of Common Stock. "Liquidation Preference" shall mean, with respect to a share of Series A Preferred Stock, \$1.00 per share plus declared but unpaid dividends on such share, as adjusted for stock splits, combinations, reorganizations and the like.

(b) Priority. If upon the liquidation, dissolution or winding up of the Corporation, the assets to be distributed among the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full Liquidation Preference for their shares, then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series A Preferred Stock in proportion to the numbers of shares of Series A Preferred Stock held by them multiplied by the Liquidation Preference for such shares of Series A Preferred Stock.

(c) Remaining Assets. After the payment to the holders of Series A Preferred Stock of the full preferential amounts specified above, no further payments shall be made to the holders of Series A Preferred Stock by reason thereof and any remaining assets of the Corporation shall be distributed with equal priority and pro rata among the holders of the Corporation's Common Stock.

(d) Reorganization. For purposes of this paragraph 3, a Liquidation shall be deemed to be occasioned by, or to include, (a) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) provided that the applicable transaction shall not be deemed a liquidation unless the Corporation's stockholders of record as constituted immediately prior to such transaction hold less than 50% of the voting power of the surviving or acquiring entity; or (b) a sale of all or substantially all of the assets of the Corporation.

(e) Shares not Treated as Both Series A Preferred Stock and Common Stock in any Distribution. Shares of Series A Preferred Stock shall not be entitled to be converted into shares of Common Stock in order to participate in any distribution, or series of distributions, as shares of

Common Stock, without first foregoing participation in the distribution, or series of distributions, as shares of Series A Preferred Stock.

4. Conversion. The Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Series A Preferred Stock. Each share of Series A Preferred Stock shall be convertible into that number of fully-paid and nonassessable shares of Common Stock that is equal to \$1.00 divided by the Series A Conversion Price (as hereinafter defined). The "Series A Conversion Price" shall initially be \$1.00, and shall be subject to adjustment as provided herein. The number of shares of Common Stock into which each share of Series A Preferred Stock may be converted is hereinafter referred to as the "Series A Conversion Rate."

(b) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Series A Conversion Rate for such share immediately upon the consummation of a firmly underwritten public offering pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on Form S-1 (as defined in the Securities Act) or any successor form, provided, however, that (i) the per share price to the public is not less than \$2.50, and (ii) the aggregate gross proceeds to the Corporation are not less than \$5,000,000.

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of such fractional shares as determined by the Board of Directors of the Corporation. For such purpose, all shares of Series A Preferred Stock held by each holder shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock, and to receive certificates therefor, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at such office that he elects to convert the same; provided, however, that in the event of an automatic conversion pursuant to paragraph 4(b) above, the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless either the certificates evidencing such shares of Series A Preferred Stock are delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.

The Corporation shall, as soon as practicable after such delivery, or after such agreement and indemnification, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock, plus any declared and unpaid dividends on the converted Series A Preferred Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, that if the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act, the conversion may, at the option of any holder tendering Series A Preferred Stock for conversion, be conditioned upon the closing of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of the sale of such securities.

(d) Adjustments to Conversion Price.

(i) Adjustments for Subdivisions or Combinations of Common. After the date on which the first share of Series A Preferred Stock was issued, if the outstanding shares of Common Stock shall be subdivided (by stock split, stock dividend or otherwise), into a greater number of shares of Common Stock, the Conversion Prices in effect for any series of Preferred Stock immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. After the date on which the first share of Series A Preferred Stock was issued, if the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Series A Conversion Price in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(ii) Adjustments for Distributions. In the event the Corporation at any time or from time to time makes or fixes a record date for the determination of holders of Common Stock entitled to receive any distribution payable in securities of the Corporation other than shares of Common Stock and other than as otherwise adjusted in this paragraph 4, then and in each such event provision shall be made so that the holders of Series A Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation which they would have received had their Series A Preferred Stock then converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this paragraph 4 with respect to the rights of the holders of the Series A Preferred Stock.

(iii) Adjustments for Reclassification, Exchange and Substitution. If the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the

same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), the Series A Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that the Series A Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Preferred Stock immediately before that change.

(e) Certificate of Adjustments. Upon the occurrence of each adjustment or readjustment of any Series A Conversion Price pursuant to this paragraph 4, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Series A Conversion Price at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Series A Preferred Stock.

(f) Notices of Record Date. In the event that the Corporation shall propose at any time (i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus; (ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iv) to merge with or into any other corporation, or sell, lease or convey all or substantially all its property or business, or to liquidate, dissolve or wind up; then, in connection with each such event, the Corporation shall send to the holders of the Series A Preferred Stock at least 20 days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in clauses (iii) and (iv) above. Each such written notice shall be given by first class mail, postage prepaid, or nationally recognized overnight courier, or personally delivered, addressed to the holders of the Series A Preferred Stock at the address for each such holder as shown on the books of the Corporation.

(g) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized

but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

5. Voting. Except as otherwise expressly provided herein or as required by law, the holders of Series A Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.

(a) Series A Preferred Stock. Each holder of shares of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series A Preferred Stock held by such holder of Series A Preferred Stock could then be converted. The holders of shares of the Series A Preferred Stock shall be entitled to vote on all matters on which the Common Stock shall be entitled to vote. The holders of the Series A Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of the Series A Preferred Stock held by each holder could be converted), shall be disregarded.

(b) Common Stock. Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held.

6. Redemption. The Series A Preferred Stock shall not be redeemable.

7. Notices. Any notice required by the provisions of this Article FOURTH to be given to the holders of Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, with a nationally recognized overnight courier, or personally delivered, and addressed to each holder of record at such holder's address appearing on the books of the Corporation.

SECTION 2 SERIES B PREFERRED STOCK

1. Designation. A series of the Preferred Stock of the Corporation is hereby designated as "Series B Preferred Stock". The Series B Preferred Stock shall consist of 2,000,000 shares.

2. Dividends.

(a) Treatment of Preferred. Each holder of shares of Series B Preferred Stock, in preference to the holders of any Common Stock and Series A Preferred Stock, shall be entitled to receive, when, if and as declared by the Board of Directors, but only out of funds that are legally available therefor, cash dividends at the rate of ten percent (10%) of the "Original Issue Price" per annum on each outstanding share of Series B Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares). The Original Issue Price of the Series B Preferred shall be \$2.75. Such dividends shall be payable only when, as and if declared by the Board of Directors, shall be non-cumulative and no right to any such dividend shall accrue unless specifically declared by the Board of Directors. There shall be no dividend paid on the Series A Preferred Stock or Common Stock unless and until the Series B Preferred Stock has

received cumulative dividends at the rate of ten percent (10%) of the Original Issue Price per annum on each outstanding share of Series B Preferred.

So long as any shares of Series B Preferred Stock shall be outstanding, no dividend, whether in cash or property, shall be paid or declared, nor shall any other distribution be made, to any holder of any other stock of the Corporation ("Junior Stock"), nor shall any shares of Junior Stock be purchased, redeemed, or otherwise acquired for value by the Corporation (except for acquisitions of Common Stock by the Corporation pursuant to agreements which permit the Corporation to repurchase such shares upon termination of services to the Corporation or in exercise of the Corporation's right of first refusal upon a proposed transfer) until all dividends (set forth in paragraph 2(a) above) on the Series B Preferred Stock shall have been paid or declared and set apart. In the event dividends are paid on any share of Common Stock or other series of Preferred Stock, an additional dividend shall be paid with respect to all outstanding shares of Series B Preferred Stock in an amount equal per share (on an as-if-converted to Common Stock basis) to the amount paid or set aside for each share of Common Stock or other series of Preferred Stock.

(b) Priority of Dividends. The Corporation shall make no Distribution (as defined below) to the holders of shares of Common Stock or other series of Preferred Stock except in accordance with paragraph 2(a) above.

(c) Distribution. As used in this section, "Distribution" means the transfer of cash or property without consideration, whether by way of dividend or otherwise (except a dividend in shares of the Corporation) or the purchase of shares of the Corporation (other than in connection with the repurchase of shares of Common Stock issued to or held by employees, consultants, officers and directors at a price not greater than the amount paid by such persons for such shares upon termination of their employment or services pursuant to agreements providing for the right of said repurchase) for cash or property.

(d) Consent to Certain Repurchases. As authorized by Section 402.5(c) of the General Corporation Law of California, Sections 502 and 503 of the General Corporation Law of California shall not apply with respect to Distributions made by the Corporation in connection with the repurchase of shares of Common Stock issued to or held by employees, consultants, officers and directors at a price not greater than the amount paid by such person for such shares upon termination of their employment or services pursuant to agreements providing for the right of said repurchase, which agreements were authorized by the approval of the Corporation's Board of Directors.

3. Liquidation Rights.

(a) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation ("Liquidation"), either voluntary or involuntary, the holders of the Series B Preferred Stock shall be entitled to receive, out of the assets of the Corporation, the Liquidation Preference specified for each share of Series B Preferred Stock then held by them before any payment shall be made or any assets distributed with respect to the Series A Preferred Stock, the Common Stock and any Junior Stock. "Liquidation Preference" shall mean, with respect to a share

of Series B Preferred Stock, the Original Purchase Price of \$2.75 per share plus declared but unpaid dividends on such share, as adjusted for stock splits, combinations, reorganizations and the like.

(b) Priority. If upon the liquidation, dissolution or winding up of the Corporation, the assets to be distributed among the holders of the Series B Preferred Stock are insufficient to permit the payment to such holders of the full Liquidation Preference for their shares, then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series B Preferred Stock in proportion to the numbers of shares of Series B Preferred Stock held by them.

(c) Remaining Assets. After the payment to the holders of Series B Preferred Stock of the full preferential amounts specified above, no further payments shall be made to the holders of Series B Preferred Stock by reason thereof and any remaining assets of the Corporation shall be distributed to the holders of Series A Preferred Stock in preference to the holders of the Corporation's Common Stock. Any additional remaining assets of the Corporation shall be distributed with equal priority and pro rata among the holders of the Corporation's Common Stock.

(d) Reorganization. For purposes of this paragraph 3, a Liquidation shall be deemed to be occasioned by, or to include, (a) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) provided that the applicable transaction shall not be deemed a liquidation unless the Corporation's stockholders of record as constituted immediately prior to such transaction hold less than 50% of the voting power of the surviving or acquiring entity; or (b) a sale of all or substantially all of the assets of the Corporation.

(e) Shares not Treated as Both Series B Preferred Stock and Common Stock in any Distribution. Shares of Series B Preferred Stock shall not be entitled to be converted into shares of Common Stock in order to participate in any distribution, or series of distributions, as shares of Common Stock, without first foregoing participation in the distribution, or series of distributions, as shares of Series B Preferred Stock.

4. Conversion. The Series B Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Series B Preferred Stock. Each share of Series B Preferred Stock shall be convertible into that number of fully-paid and nonassessable shares of Common Stock that is equal to \$2.75 divided by the Series B Conversion Price (as hereinafter defined). The "Series B Conversion Price" shall initially be \$2.75, and shall be subject to adjustment as provided herein. The number of shares of Common Stock into which each share of Series B Preferred Stock may be converted is hereinafter referred to as the "Series B Conversion Rate."

(b) Automatic Conversion. Each share of Series B Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Series B Conversion

Rate for such share immediately upon the consummation of a firmly underwritten public offering pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on Form S-1 (as defined in the Securities Act) or any successor form, provided, however, that (i) the per share price to the public is not less than \$6.00, and (ii) the aggregate gross proceeds to the Corporation are not less than \$15,000,000.

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series B Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of such fractional shares as determined by the Board of Directors of the Corporation. For such purpose, all shares of Series B Preferred Stock held by each holder shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Series B Preferred Stock shall be entitled to convert the same into full shares of Common Stock, and to receive certificates therefor, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series B Preferred Stock, and shall give written notice to the Corporation at such office that he elects to convert the same; provided, however, that in the event of an automatic conversion pursuant to paragraph 4(b) above, the outstanding shares of Series B Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless either the certificates evidencing such shares of Series B Preferred Stock are delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.

The Corporation shall, as soon as practicable after such delivery, or after such agreement and indemnification, issue and deliver at such office to such holder of Series B Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock, plus any declared and unpaid dividends on the converted Series B Preferred Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series B Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, that if the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act, the conversion may, at the option of any holder tendering Series B Preferred Stock for conversion, be conditioned upon the closing of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series B Preferred Stock shall not be deemed to have converted such Series B Preferred Stock until immediately prior to the closing of the sale of such securities.

(d) Adjustments to Conversion Price.

(i) Adjustments for Subdivisions or Combinations of Common. After the date on which the first share of Series B Preferred Stock was issued, if the outstanding shares of Common Stock shall be subdivided (by stock split, stock dividend or otherwise), into a greater number of shares of Common Stock, the Conversion Prices in effect for any series of Preferred Stock immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. After the date on which the first share of Series B Preferred Stock was issued, if the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Series B Conversion Price in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(ii) Adjustments for Distributions. In the event the Corporation at any time or from time to time makes or fixes a record date for the determination of holders of Common Stock entitled to receive any distribution payable in securities of the Corporation other than shares of Common Stock and other than as otherwise adjusted in this paragraph 4, then and in each such event provision shall be made so that the holders of Series B Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation which they would have received had their Series B Preferred Stock then converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this paragraph 4 with respect to the rights of the holders of the Series B Preferred Stock.

(iii) Adjustments for Reclassification, Exchange and Substitution. If the Common Stock issuable upon conversion of the Series B Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), the Series B Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that the Series B Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series B Preferred Stock immediately before that change.

(iv) Sale of Shares Below Series B Conversion Rate.

(x) If at any time or from time to time after the filing of this Second Restated Certificate of Incorporation, the Corporation issues or sells, or is deemed by the express provisions of this subparagraph (iv) to have issued or sold, Additional Shares of Common Stock (as hereinafter defined), other than as a dividend or other distribution on any class of stock and other than a subdivision or combination of shares of Common Stock as otherwise provided in this subparagraph (d), for an Effective Price (as hereinafter defined) less than the then effective Series B Conversion Price, then the existing Series B Conversion Price shall be reduced, as of the opening of

business on the date of such issue or sale, to a price determined by multiplying the Series B Conversion Price by a fraction (i) the numerator of which shall be (A) the number of shares of Common Stock deemed outstanding (as defined below) immediately prior to such issue or sale, plus (B) the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Conversion Price in effect immediately prior to such issuance, and (ii) the denominator of which shall be (A) the number of shares of Common Stock outstanding immediately prior to such issue plus (B) the number of such Additional Shares of Common Stock so issued. For the purposes of the preceding sentence, the number of shares of Common Stock deemed to be outstanding as of a given date shall be the sum of (A) the number of shares of Common Stock actually outstanding and (B) the number of shares of Common Stock into which the then outstanding shares of Preferred Stock could be converted if fully converted on the day immediately preceding the given date.

(y) For the purpose of making any adjustment required under this subparagraph (iv), the consideration received by the Corporation for any issue or sale of securities shall (A) to the extent it consists of cash, be computed at the net amount of cash received by the Corporation after deduction of any underwriting or similar commissions, compensation or concessions paid or allowed by the Corporation in connection with such issue or sale but without deduction of any expenses payable by the Corporation, (B) to the extent it consists of property other than cash, be computed at the fair value of that property as determined in good faith by the Board of Directors, and (C) if Additional Shares of Common Stock, Convertible Securities (as hereinafter defined) or rights or options to purchase either Additional Shares of Common Stock or Convertible Securities are issued or sold together with other stock or securities or other assets of the Corporation for a consideration which covers both, be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Board of Directors to be allocable to such Additional Shares of Common Stock, Convertible Securities or rights or options.

(z) For the purpose of the adjustment required under this subparagraph (iv), if the Corporation issues or sells any rights or options for the purchase of, or stock or other securities convertible into, Additional Shares of Common Stock (such convertible stock or securities being herein referred to as "Convertible Securities") and if the Effective Price of such Additional Shares of Common Stock is less than the Series B Conversion Price, the Corporation shall be deemed to have issued at the time of the issuance of such rights or options or Convertible Securities the maximum number of Additional Shares of Common Stock issuable upon exercise or conversion thereof and to have received as consideration for the issuance of such shares an amount equal to the total amount of the consideration, if any, received by the Corporation for the issuance of such rights or options or Convertible Securities, plus, in the case of such rights or options, the minimum amounts of consideration, if any, payable to the Corporation upon the exercise of such rights or options, plus, in the case of Convertible Securities, the minimum amounts of consideration, if any, payable to the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) upon the conversion thereof; provided that if in the case of Convertible Securities the minimum amounts of such consideration cannot be ascertained, but are a function of antidilution or similar protective clauses, the Corporation shall be deemed to have received the minimum amounts of consideration without reference to such clauses; provided further that if the minimum amount of consideration payable to the Corporation upon the exercise or

conversion of rights, options or Convertible Securities is reduced over time or on the occurrence or non-occurrence of specified events other than by reason of antidilution adjustments, the Effective Price shall be recalculated using the figure to which such minimum amount of consideration is reduced; provided further that if the minimum amount of consideration payable to the Corporation upon the exercise or conversion of such rights, options or Convertible Securities is subsequently increased, the Effective Price shall be again recalculated using the increased minimum amount of consideration payable to the Corporation upon the exercise or conversion of such rights, options or Convertible Securities. No further adjustment of the Series B Conversion Price as adjusted upon the issuance of such rights, options or Convertible Securities, shall be made as a result of the actual issuance of Additional Shares of Common Stock on the exercise of any such rights or options or the conversion of any such Convertible Securities. If any such rights or options or the conversion privilege represented by any such Convertible Securities shall expire without having been exercised, the Series B Conversion Price as adjusted upon the issuance of such rights, options or Convertible Securities shall be readjusted to the Series B Conversion Price which would have been in effect had an adjustment been made on the basis that the only Additional Shares of Common Stock so issued were the Additional Shares of Common Stock, if any, actually issued or sold on the exercise of such rights or options or rights of conversion of such Convertible Securities, and such Additional Shares of Common Stock, if any, were issued or sold for the consideration actually received by the Corporation upon such exercise, plus the consideration, if any, actually received by the Corporation for the granting of all such rights or options, whether or not exercised, plus the consideration received for issuing or selling the Convertible Securities actually converted, plus the consideration, if any, actually received by the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) on the conversion of such Convertible Securities, provided that such readjustment shall not apply to prior conversions of Preferred Stock.

(xx) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued by the Corporation or deemed to be issued pursuant to this subparagraph (iv), whether or not subsequently reacquired or retired by the Corporation other than (1) shares of Common Stock issued upon conversion of the Series A Preferred Stock; and (2) shares of Common Stock and/or options, warrants or other Common Stock purchase rights, and the Common Stock actually issued (as opposed to having been deemed to have been issued pursuant to subparagraph (iv)(y) above) pursuant to such options, warrants or other rights (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like) to employees, officers or directors of, or consultants or advisors to the Corporation or any subsidiary pursuant to stock purchase or stock option plans or other similar arrangements that are approved by the Board. The "Effective Price" of Additional Shares of Common Stock shall mean the quotient determined by dividing the total number of Additional Shares of Common Stock issued or sold, or deemed to have been issued or sold by the Corporation under this subparagraph (iv), into the aggregate consideration received, or deemed to have been received by the Corporation for such issue under this paragraph (iv), for such Additional Shares of Common Stock.

(c) Certificate of Adjustments. Upon the occurrence of each adjustment or readjustment of any Series B Conversion Price pursuant to this paragraph 4, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series B Preferred Stock a certificate setting forth such

adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series B Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Series B Conversion Price at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Series B Preferred Stock.

(f) Notices of Record Date. In the event that the Corporation shall propose at any time (i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus; (ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iv) to merge with or into any other corporation, or sell, lease or convey all or substantially all its property or business, or to liquidate, dissolve or wind up; then, in connection with each such event, the Corporation shall send to the holders of the Series B Preferred Stock at least 20 days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in clauses (iii) and (iv) above. Each such written notice shall be given by first class mail, postage prepaid, or nationally recognized overnight courier, or personally delivered, addressed to the holders of the Series B Preferred Stock at the address for each such holder as shown on the books of the Corporation.

(g) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series B Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Series B Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series B Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

5. Redemption.

(a) Redemption of Series B Preferred Stock. The holders of at least a majority of the then-outstanding shares of Series B Preferred Stock may require the Corporation by notice to the Company at least 30 but not more than 90 days before the fifth anniversary of the completion of the Series B Preferred Stock issuance to redeem, to the extent it may lawfully do so, the Series B Preferred Stock in (3) equal annual installments beginning on the fifth anniversary of the completion of the Series B Preferred Stock issuance and each subsequent anniversary thereafter (each, a "Redemption Date") at the redemption price equal to the Original Issue Price of \$2.75 plus any accumulated but unpaid dividends plus an amount equal to eight percent (8%) of the Original Issue Price compounded annually from the completion of the Series B Preferred Stock issuance (the

"Redemption Price"). On or after each Redemption Date, each holder of Series B Preferred Stock shall surrender his certificate or certificates representing such shares to be redeemed on that particular Redemption Date to the office of the transfer agent for the Series B Preferred Stock (or to the principal office of the Corporation if the Corporation serves as its own transfer agent), and thereupon the Redemption Price of such a share shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof, and each surrendered certificate shall be cancelled. From and after the respective Redemption Date, unless there shall have been a default in payment of the Redemption Price, all rights of the holders of such shares as holders of Series B Preferred Stock shall terminate.

6. Voting. Except as otherwise expressly provided herein or as required by law, the holders of Series B Preferred Stock and the holders of Series A Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.

(a) Series B Preferred Stock. Each holder of shares of Series B Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series B Preferred Stock held by such holder of Series B Preferred Stock could then be converted. The holders of shares of the Series B Preferred Stock shall be entitled to vote on all matters on which the Common Stock shall be entitled to vote. The holders of the Series B Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of the Series B Preferred Stock held by each holder could be converted), shall be disregarded.

(b) Separate Vote of Series B Preferred. In addition to any other vote or consent required herein or by law, the vote or written consent of the holders of at least a majority of the outstanding Series B Preferred, voting as a separate class, shall be necessary for effecting or validating the following actions:

(i) Any increase in the authorized number of shares of Series B Preferred Stock; or any designation, whether by reclassification or otherwise, of any new class or series of stock or any other securities convertible into equity securities of the Corporation ranking on a parity with or senior to the Series B Preferred Stock in rights of redemption, liquidation preference, voting or dividends;

(ii) Any amendment, alteration, or repeal of any provision of this Second Restated Certificate of Incorporation or the Bylaws of the Corporation that affects materially and adversely the voting powers, preferences, or other special rights or privileges, qualifications, limitations, or restrictions of the Series B Preferred Stock;

(iii) The application of any assets of the Corporation to the redemption, repurchase or payment of dividends on any shares of any Junior Stock except in accordance with paragraph 2(c) above;

(iv) Any agreement by the Corporation regarding any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization, in which the stockholders of the Corporation immediately prior to such consolidation, merger or reorganization, own less than 50% of the voting power of the Corporation or other entity surviving such transaction immediately after such consolidation, merger or reorganization or any transaction or series of related transactions in which in excess of 50% of the Corporation's voting power is transferred;

(v) A sale, lease or other disposition of all or substantially all of the economic value of the assets of the Corporation; or

(vi) A Liquidation of the Corporation.

FIFTH

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board shall be not less than four (4) nor more than seven (7) with the exact number of directors to be determined from time to time by resolution adopted by the affirmative vote of a majority of the entire Board of Directors or by the stockholders of the Corporation. The members of the Board of Directors shall be elected as follows: (i) holders of the Common Stock and the Series A Preferred Stock, voting together, shall be entitled to elect two members of the Board of Directors; (ii) holders of the Series B Preferred Stock shall be entitled to elect two members of the Board of Directors; and (iii) all remaining directors authorized for election, if any, at such election of directors shall be elected by the holders of all outstanding shares of Common Stock and Preferred Stock voting together.

SIXTH

The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of the Corporation (except insofar as the Bylaws of the Corporation as adopted by action of the stockholders of the Corporation shall otherwise provide). Any Bylaws made by the directors under the powers conferred hereby may be altered, amended or repealed by the directors or by the stockholders.

SEVENTH

Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

EIGHTH

The Corporation reserves the right to amend the provisions in this Second Restated Certificate of Incorporation and in any certificate amendatory hereof in the manner now or hereafter prescribed by law, and all rights conferred on the stockholders or others hereunder or thereunder are granted subject to such reservation.

NINTH

(a) To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(b) The Corporation shall, indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation to the same extent as permitted under subparagraph (a) above.

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

(d) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Second Restated Certificate of Incorporation to be signed by Tony Seba, its President, this 24~~th~~ day of August, 1999.

PRINTBIZ.COM, INC.,
a Delaware corporation

By: _____

Tony Seba
President

State of California



SECRETARY OF STATE NAME CHANGE CERTIFICATE OF QUALIFICATION

2157958

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **14th day of September, 1999**, there was filed in this office an Amended Statement and Designation by Foreign Corporation whereby the corporate name of **PRINTBIZ.COM, INC.**, a corporation organized and existing under the laws of **Delaware**, was changed to **PRINTNATION.COM, INC.**. This corporation complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California and as of said date has been and is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of September 16, 1999.



Bill Jones
BILL JONES
Secretary of State



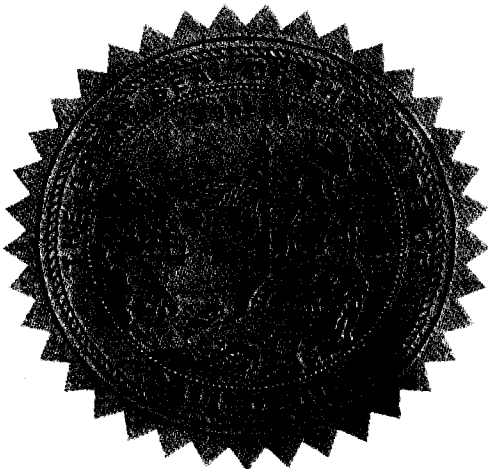
SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 16 1999



Bill Jones

Secretary of State

A0531401

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

**AMENDED STATEMENT
BY FOREIGN CORPORATION**

SEP 14 1999

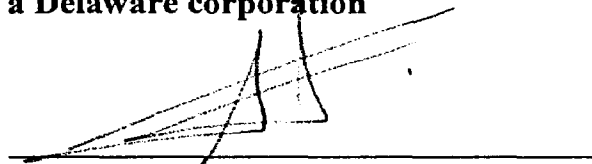
BILL JONES, Secretary of State

PrintNation.com, Inc., a corporation organized and existing under the laws of the State of Delaware, and which is presently qualified for the transaction of intrastate business in the State of California, makes the following statement:

That the name of the corporation has been changed to that hereinabove set forth and that the name relinquished at the time of such change was PrintBiz.com, Inc.

Dated: September 13, 1999

**PRINTNATION.COM, INC.,
a Delaware corporation**



Tony Seba
President

