

01-31-2001



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1.19.01

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

TO: The Commissioner For 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
  - Merger
  - Change of Name
  - Other
- Effective Date  
Month Day Year

**Conveying Party**

Mark if additional names of conveying parties attached

- Name  Execution Date  
Month Day Year
- 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/AKA/TA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)
- City State/Country Zip Code
- Individual
  - General Partnership
  - Limited Partnership
  - Corporation
  - Association
  - Other
- Citizenship/State of Incorporation/Organization
- 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 attached. from Assignment.)

01/30/2001 DBYRNE 00000116 2353273

**FOR OFFICE USE ONLY**

01 EC:481 40.00 DP

Public burden reporting 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 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.

**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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2353273"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<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.)

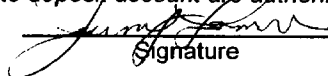
Deposit Account Number: #

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.

Jennifer K. Lawson  
Name of Person Signing

  
Signature

1/18/01  
Date Signed

State of Delaware

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 CERTIFICATE OF AMENDMENT OF "HIGHWIRED NETWORK, INC.", CHANGING ITS NAME FROM "HIGHWIRED NETWORK, INC." TO "HIGHWIRED.COM, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF MARCH, A.D. 2000, AT 3 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2852379 8100

001423458

AUTHENTICATION: 0631444

DATE: 08-22-00

**CERTIFICATE OF AMENDMENT  
OF THE  
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
HIGHWIRED NETWORK, INC.**

Highwired Network, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of the Corporation, in accordance with Sections 141(f) and 242 of the General Corporation Law of the State of Delaware, adopted resolutions proposing and declaring advisable the following amendments to the Third Amended and Restated Certificate of Incorporation of the Corporation, as amended:

**RESOLVED:** That the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation and its stockholders that the Corporation amend its Third Amended and Restated Certificate of Incorporation (the "Certificate") to provide for a change in the Corporation's name from "Highwired Network, Inc." to "HighWired.com, Inc." by deleting Article FIRST of the Certificate in its entirety and replacing such Article with the following:

**"FIRST.** The name of the corporation is HighWired.com, Inc. (the "Corporation")."

**RESOLVED:** That the Third Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate") be amended by deleting the first paragraph of Article FOURTH of the Certificate in its entirety and replacing such paragraph with the following:

"The total number of shares that this Corporation shall have authority to issue is (i) 11,528,083 shares of Common Stock, par value \$0.01 per share, and (ii) 1,547,918 shares of Preferred Stock, par value \$0.01 per share ("Preferred Stock")."

**RESOLVED:** That a Certificate of Amendment of the Third Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate of Amendment") reflecting such amendment, in substantially the form attached hereto as Exhibit A, is hereby recommended to the stockholders of the Corporation for their consideration and approval.

**SECOND:** The foregoing amendments to the certificate of incorporation of the Corporation were duly adopted by the stockholders of the Corporation in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Certificate of Amendment -- Page 2

IN WITNESS WHEREOF, the Corporation has caused this certificate of amendment to be signed by its duly authorized officer this 5th day of March, 2000.

By:   
Donald Young  
President and Chief Executive Officer

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