

08-30-2001



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Form PTO-1594

(Rev 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
 JoeAuto.com, Inc.  
 2204 Timberloch Place, Suite 260  
 The Woodlands, Texas 77380

8-74-01

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-Delaware  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):

Name: JoeAuto, Inc.  
 Internal \_\_\_\_\_  
 Address \_\_\_\_\_

Street Address: 2204 Timberloch Place, Suite 260  
 City The Woodlands State TX ZIP 77380

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation- Delaware  
 Other \_\_\_\_\_  
 Association \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other: \_\_\_\_\_

Execution Date: February 28, 2001  
 Effective Date: February 28, 2001

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)  
 See attached Schedule A

B. Trademark Registration No.(s)  
78150145

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lisa Shereen Zamaludin  
 Internal Address 29<sup>th</sup> Floor

Street Address: Gardere Wynne Sewell, LLP  
1601 Elm Street, Suite 3000  
 City: Dallas State: TX ZIP 75201-4761

6. Total number of applications and registrations involved:.....13

7. Total fee (37 CFR 3.41)      \$ 340  
 Enclosed  
 Authorized to be charged to deposit account.

8. Deposit account number: \_\_\_\_\_

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.*

Lisa Shereen Zamaludin      [Signature]      August 24, 2001  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

08/29/2001 AHMED1 00000161 76150145  
 01 FC:481 40.00 DP  
 E FC:482 300.00 DP

TRADEMARK REEL: 002358 FRAME: 0288

TRADEMARK/SERVICE MARK RECORDATION  
JOEAUTO, INC.

SCHEDULE A

<u>MARKS</u>	<u>SERIAL NUMBERS</u>
JOEAUTO	76/150145
INVENTED TO NOT WASTE YOUR TIME JOEAUTO.COM	76/149796
JOEAUTO.COM	76/149880
JOEAUTO	76/210274
JOEAUTO.COM and design	75/885885
JOEAUTO.COM and design	75/886267
JOEAUTO.COM and design	75/886219
JOEAUTO.COM INVENTED TO NOT WASTE YOUR TIME	75/886257
INVENTED TO NOT WASTE YOUR TIME	75/885659
JOEAUTO.COM INVENTED TO NOT WASTE YOUR TIME	75/885660
JOEAUTO.COM INVENTED TO NOT WASTE YOUR TIME	75/886051
INVENTED TO NOT WASTE YOUR TIME	75/885878
INVENTED TO NOT WASTE YOUR TIME	75/886363

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State of Delaware  
Office of the Secretary of State

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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 "JOEAUTO.COM, INC.", CHANGING ITS NAME FROM "JOKAUTO.COM, INC." TO "JOEAUTO, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF MARCH, A.D. 2001, AT 12 O'CLOCK P.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3237633 8100

AUTHENTICATION: 1002722

010106596

DATE: 03-03-01

TRADEMARK  
REEL: 002358 FRAME: 0290

**CERTIFICATE OF AMENDMENT  
TO  
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
JOEAUTO.COM, INC.**

Under Section 242 of the Delaware General Corporation Law

The undersigned, being the President of JoeAuto.com, 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 as follows:

1. The name of the Corporation is JoeAuto.com, Inc.
2. The original Certificate of Incorporation of the Corporation was filed with the Delaware Secretary of State on June 27, 2000, which was restated by filing with the Delaware Secretary of State a Second Amended and Restated Certificate of Incorporation on January 4, 2001.
3. The Second Amended and Restated Certificate of Incorporation of the Corporation is hereby amended to effect a change in Article I thereof, relating to the name of the corporation, and accordingly Article I of the Second Amended and Restated Certificate of Incorporation shall be amended in its entirety to read as follows:

"The name of the Corporation is JoeAuto, Inc. (the "Corporation")."

4. This Certificate of Amendment to Second Amended and Restated Certificate of Incorporation was duly adopted by the Corporation's directors and stockholders in accordance with the applicable provisions of Sections 141(f), 228(a), and 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, 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 Second Amended and Restated Certificate of Incorporation this 28th day of February, 2001.

JOEAUTO.COM, INC.

By: Lynn Graham /s/  
Lynn Graham, President

Amended Certificate of Amendment to Second Amended and Restated Certificate of Incorporation - conformed signature