

Form PTO-1594

(Rev 03/01)

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



101870663

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, TX 77380

09/24/01

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 _____
 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

Trademark Registration No.(s) _____

Additional numbers attached? Yes No

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

Name: Lisa R. Hemphill
 Internal Address 29th 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:..... 7

7. Total fee (37 CFR 3.41) \$ 190
 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 R. Hemphill *Lisa R. Hemphill* September 24, 2001
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

10/10/2001 DBYRNE 00000090 76210274

01 FC:481
02 FC:482

40.00 OP
150.00 OP

SCHEDULE A

MARK	SERIAL NUMBER
JOEAUTO	76/210274
JOEAUTO.COM	75/885885
JOEAUTO.COM	75/886267
JOEAUTO.COM INVENTED TO NOT WASTE YOUR TIME	75/886257
JOEAUTO.COM INVENTED TO NOT WASTE YOUR TIME	75/885660
INVENTED NOT TO WASTE YOUR TIME	75/885878
INVENTED TO NOT WASTE YOUR TIME	75/886363

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**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

Amend Certificate of Amendment to Second Amended and Restated Certificate of Incorporation - confirmed signature