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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Yesmail.com, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: April 4, 2002

2. Name and address of receiving party(ies)

Name: Yesmail, Inc.

Internal Address:

Street Address: 222 South Riverside Drive, 17th Fl.

City: Chicago State: IL Zip: 60606

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

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

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

A. Trademark Application No.(s) 78/110304, 75/641436, 75/887778, 75/854910, 75/925710, 76/054577, 78/107747

B. Trademark Registration No.(s) 2481278, 2394953, 2408072, 2401419, 2429260, 2416913, 2416909, 2548743

Additional number(s) attached Yes No

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

Name: Jean M. Maxwell Trademark Legal Assistant Coordinator

Street Address: Palmer & Dodge LLP 111 Huntington Ave.

City: Boston State: MA Zip: 02199

6. Total number of applications and registrations involved:

15

7. Total fee (37 CFR 3.41) \$ 390.00 (check #031793 \$25.00 and check #031780 for Enclosed \$365.00)

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.

Jean M. Maxwell Name of Person Signing

[Signature] Signature

April 2002 Date

Total number of pages including cover sheet, attachments, and document: 39

04/30/2002 LABELER 0000062 78110304

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

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "YESMAIL, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

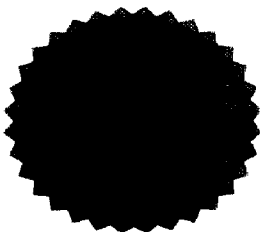
RESTATED CERTIFICATE, FILED THE EIGHTEENTH DAY OF APRIL, A.D. 2000, AT 12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2000, AT 12 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SECOND DAY OF MARCH, A.D. 2001, AT 12 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWELFTH DAY OF APRIL, A.D. 2001, AT 10:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "YESMAIL.COM, INC." TO "YESMAIL, INC.", FILED THE FOURTH DAY OF APRIL, A.D. 2002, AT 5 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1710600

DATE: 04-09-02

TRADEMARK

REEL: 002494 FRAME: 0603

RESTATED CERTIFICATE OF INCORPORATION

OF

YESMAIL.COM, INC.

Pursuant to Sections 228, 242 and 245 of the
General Corporation Law of the State of Delaware

yesmail.com, inc. (the "Corporation"), a corporation organized and existing under the
General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the Corporation is yesmail.com, inc. The Corporation was originally incorporated under the name WP Holding, Inc. The original certificate of incorporation of the Corporation was filed with the office of the Secretary of State of Delaware on October 26, 1998.
2. This restated certificate of incorporation was recommended to the stockholders for approval as being advisable and in the best interests of the Corporation by written action of the Board of Directors of the Corporation on April 3, 2000.
3. That in lieu of a meeting and vote of stockholders, consents in writing have been signed by holders of outstanding stock having not less than the minimum number of votes that is necessary to consent to this amendment and restatement.
4. This restated certificate of incorporation restates and integrates and further amends the certificate of incorporation of the Corporation, as heretofore amended or supplemented.
5. The text of the Corporation's certificate of incorporation is amended and restated in its entirety as follows:

FIRST: The name of the Corporation is yesmail.com, inc.

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

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

FOURTH: The aggregate number of shares of all classes of stock which the Corporation is authorized to issue is forty million (40,000,000) shares, of which (i) five million (5,000,000) shall be shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock"), and (ii)

thirty-five million (35,000,000) shall be shares of Common Stock, par value \$.01 per share (the "Common Stock").

Immediately upon the effectiveness of this restated certification of incorporation under the applicable provisions of the General Corporation Law of the State of Delaware, each issued and outstanding share of Common Stock held by CMGI, Inc. ("CMGI"), the Corporation's sole stockholder, shall be and is hereby automatically reclassified and converted into 28,500 shares of Series A Preferred Stock (as defined below). Upon and after such date, each such share so reclassified and converted shall have the par value, designations, preferences and rights of the Series A Preferred Stock as set forth below.

A description of the respective classes of stock and a statement of the designations, preferences, voting powers, relative, participating, optional or other special rights and privileges and the qualifications, limitations and restrictions thereof are as follows:

Section 1. Common Stock.

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series.
2. Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock.
4. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential rights of any then outstanding Preferred Stock.

Section 2. Preferred Stock.

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law or by the

terms of any series of Preferred Stock. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the General Corporation Law of Delaware. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as otherwise specifically provided in this certificate of incorporation, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of this certificate of incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

Of the five million (5,000,000) shares of Preferred Stock which the Corporation is authorized to issue pursuant to this Article Fourth, two million eight hundred and fifty thousand (2,850,000) of such shares shall be and are hereby distinctly designated as Series A Convertible Preferred Stock. The voting powers, preferences and rights (and the qualifications, limitations or restrictions thereof) of the Preferred Stock are as follows:

1. Designation. This series of Preferred Stock designated and known as "Series A Convertible Preferred Stock" shall consist of 2,850,000 shares. For purposes of this certificate of incorporation, the Series A Convertible Preferred Stock is sometimes referred to hereinafter as the "Series A Preferred Stock."

2. Dividends.

(a) The holders of shares of Series A Preferred Stock shall be entitled to receive, out of funds legally available therefor, dividends computed at a rate of 7% of the Original Issue Price (as defined below) per share (or \$13.48 per share) per annum (or a proportional part thereof for a portion of a year and all subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) commencing as of March 10, 2000. For purposes hereof, the "Original Issue Price" per share of Series A Preferred Stock shall be \$192.60.

(b) The Corporation shall not declare or pay any distributions on shares of Common Stock until the holders of shares of Series A Preferred Stock then outstanding shall have first received a distribution at the rate specified in paragraph (a) of this Section 2 calculated

on a cumulative basis from the date of issuance of said stock compounded annually as of any anniversary of the date of issuance of such shares.

(c) For purposes of this Section 2, unless the context requires otherwise, "distribution" shall mean the transfer of cash or property without consideration, whether by way of dividend or otherwise, payable other than in Common Stock or other securities of the Corporation, or the purchase or redemption of shares of the Corporation (other than repurchases of Common Stock held by employees or directors of, or consultants to, the Corporation pursuant to agreements providing for such repurchase and other than redemptions in liquidation or dissolution of the Corporation) for cash or property, including any such transfer, purchase or redemption by a subsidiary of the Corporation.

3. Liquidation, Dissolution or Winding Up.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, and provided that the amount available for distribution to holders of the Series A Preferred Stock pursuant to this Section 3 is less than the Original Issue Price per share plus a dividend computed at a rate of 7% (or \$13.48 per share) per annum, compounded annually as of March 10, 2000 (such amount to be equitably adjusted whenever there shall occur a stock split, combination, reclassification or other similar event as provided in Section 5(e)(ii) hereof), whether voluntary or involuntary, the entire assets of the Corporation available for such distribution shall be distributed ratably among the holders of the Series A Preferred Stock.

(b) In the event of any liquidation, dissolution or winding up of the Corporation, and provided that the amount available for distribution to holders of the Series A Preferred Stock pursuant to this Section 3 is at least the Original Issue Price per share plus a dividend computed at a rate of 7% (or \$13.48 per share) per annum, compounded annually as of March 10, 2000 (such amount to be equitably adjusted whenever there shall occur a stock split, combination, reclassification or other similar event as provided in Section 5(e)(ii) hereof), whether voluntary or involuntary, holders of each share of Series A Preferred Stock shall be entitled to be paid first out of the assets of the Corporation available for distribution to holders of the Corporation's capital stock of all classes, whether such assets are capital, surplus, or earnings, before any sums shall be paid or any assets distributed among the holders of any other class of capital stock, an amount equal to the Original Issue Price per share of Series A Preferred Stock plus a dividend computed at a rate of 7% (or \$13.48 per share) per annum, compounded annually as of March 10, 2000. After the payment of the preferential amount required to be paid to the holders of the Series A Preferred Stock, upon the liquidation, dissolution or winding up of the Corporation, the holders of shares of the Corporation's Common Stock shall be entitled to receive the remaining assets and funds of the Corporation available for distribution to its stockholders.

(c) A consolidation or merger of the Corporation or a sale of all or substantially all of the assets of the Corporation shall be regarded as a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this Section 3; provided, however, that each holder of Series A Preferred Stock shall have the right to elect the benefits of the provisions of Section 5(h) hereof in lieu of receiving payment in liquidation, dissolution or

winding up of the Corporation pursuant to this Section 3. Each holder of Series A Preferred Stock shall notify the Corporation in advance of its election to obtain the benefits of this Section 3(c) or of Section 5(h), which notification shall be given not later than a date specified in writing to each holder by the Corporation to be at least five (5) days prior to the closing date of such consolidation, merger or sale. If a holder fails to make any election, he shall be deemed to have elected the benefits of this Section 3(c).

(d) Whenever the distribution provided for herein shall be paid in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors of the Corporation.

4. Voting Power. Except as otherwise expressly provided in Section 8 hereof, or as required by law, each holder of Series A Preferred Stock shall be entitled to vote on all matters and shall be entitled to that number of votes equal to the largest number of whole shares of Common Stock into which such holder's shares of Series A Preferred Stock could be converted, pursuant to the provisions of Section 5 hereof (taking into account all accrued and unpaid dividends, if any, with respect to such Series A Preferred Stock), at the record date for the determination of stockholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited. Except as otherwise expressly provided herein or as required by law, the holders of shares of Series A Preferred Stock and of Common Stock shall be entitled to vote together as a single class on all matters.

5. Conversion Rights. The holders of the Series A Preferred Stock shall have the following conversion rights:

(a) General. Subject to and in compliance with the provisions of this Section 5, any shares of the Series A Preferred Stock, may, at the option of the holder, be converted at any time or from time to time into fully-paid and non-assessable shares (calculated as to each conversion to the largest whole share) of Common Stock. The number of shares of Common Stock to which a holder of Series A Preferred Stock shall be entitled upon conversion shall be the product obtained by multiplying the Applicable Conversion Rate (determined as provided in Section 5(c)) by the number of shares of Series A Preferred Stock being converted. Upon conversion of their shares of Series A Preferred Stock into shares of Common Stock, holders of shares of Series A Preferred Stock shall also have the option to have all declared but unpaid dividends on such shares of Series A Preferred Stock converted into shares of Common Stock. The number of shares of Common Stock to be received upon the conversion of such declared but unpaid dividends shall be computed by multiplying the number of shares of Series A Preferred Stock which could have been purchased with such declared but unpaid dividends, assuming a Series A Preferred Stock purchase price equal to the Original Issue Price of \$192.60 per share, by the Applicable Conversion Rate in effect at the time of such conversion.

(b) Conversion Following Underwritten Public Offering.

(i) All outstanding shares of Series A Preferred Stock shall, upon the closing of an underwritten public offering pursuant to an effective registration statement under

the Securities Act of 1933 covering the offering and sale of Common Stock for the account of the Corporation in which the Common Stock is sold at a price to the public of not less than the amount per share which would be equal to \$25.00 per share plus a dividend computed at a rate of 7% (or \$1.75 per share of Common Stock) per annum, compounded annually as of March 10, 2000 (such amount to be equitably adjusted whenever there shall occur a stock split, combination, reclassification or other similar event affecting the Common Stock) and in which the aggregate gross proceeds (before deduction of any underwriting discounts, commissions or expenses) received by the Corporation from such public offering, shall equal or exceed Fifteen Million Dollars (\$15,000,000), be converted automatically into the number of shares of Common Stock to which a holder of Series A Preferred Stock shall be entitled upon conversion pursuant to Section 5(a) hereof without any further action by such holders and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent for the Common Stock.

(ii) Upon the occurrence of the conversion specified in Section 5(b)(i), the holders of such Series A Preferred Stock shall surrender the certificates representing such shares at the office of the Corporation or of its transfer agent for the Common Stock. Thereupon, there shall be issued and delivered to each such holder a certificate or certificates for the number of shares of Common Stock into which the shares of the Series A Preferred Stock surrendered were convertible on the date on which such conversion occurred. The Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless certificates evidencing such shares of the Series A Preferred Stock being converted are either delivered to the Corporation or any such transfer agent or the holder notifies the Corporation or any such 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 therewith. In addition, the Corporation may, if the Board of Directors deems it reasonably necessary, require the holder to post a bond in connection with such indemnity agreement.

(c) Applicable Conversion Rate. The conversion rate in effect at any time (the Applicable Conversion Rate) shall be the quotient obtained by dividing (i) the Original Issue Price of \$192.60 per share by (ii) the Applicable Conversion Value, calculated as provided in Section 5(d).

(d) Applicable Conversion Value. The Applicable Conversion Value in effect from time to time, except as adjusted in accordance with Section 5(e) hereof, shall be \$19.26 as of the effective date of this certificate of incorporation.

(e) Adjustments to Applicable Conversion Value.

(i) Upon Sales of Common Stock. If the Corporation shall, while there are any shares of Series A Preferred Stock outstanding, issue or sell shares of its Common Stock without consideration or at a price per share less than the Applicable Conversion Value in effect immediately prior to such issuance or sale, then in each such case such Applicable Conversion Value upon each such issuance or sale, except as hereinafter provided, shall be

adjusted to an amount determined by multiplying such Applicable Conversion Value by a fraction:

(A) the numerator of which shall be (a) the number of shares of Common Stock outstanding immediately prior to the issuance of such additional shares of Common Stock, calculated on a fully diluted basis assuming exercise or conversion of all securities exercisable for or convertible into Common Stock, whether or not such exercise or conversion is unvested or otherwise conditional, plus (b) the number of shares of Common Stock which the net aggregate consideration received by the Corporation for the total number of such additional shares of Common Stock so issued would purchase at the Applicable Conversion Value, and

(B) the denominator of which shall be (a) the number of shares of Common Stock outstanding immediately prior to the issuance of such additional shares of Common Stock, calculated on a fully diluted basis assuming exercise or conversion of all securities exercisable for or convertible into Common Stock, whether or not such exercise or conversion is unvested or otherwise conditional, plus (b) the number of such additional shares of Common Stock so issued or deemed issued.

Notwithstanding the anything to the contrary contained herein, the following issuances of Common Stock shall not be deemed an issuance of additional shares of Common Stock for purposes of this Section 5(e) and shall have no effect on the calculations contemplated by this Section 5(e): (i) the Corporation's issuance of up to an aggregate of one million five hundred thousand (1,500,000) shares of Common Stock (such amount to be equitably adjusted whenever there shall occur a stock split, combination, reclassification or other similar event affecting the Common Stock), or options exercisable therefor, pursuant to any stock purchase or stock option plan or other individual or group incentive program of any kind approved by the Board of Directors to the Corporation's officers, directors, employees or consultants; and (ii) the issuance of Common Stock upon conversion of the Preferred Stock.

For the purposes of this Section 5(e), the issuance of any warrants, options, subscriptions or purchase rights with respect to shares of Common Stock and the issuance of any securities convertible into or exchangeable for shares of Common Stock (or the issuance of any warrants, options or any rights with respect to such convertible or exchangeable securities) whether or not such conversion or exchange is conditional, shall be deemed an issuance at such time of such Common Stock. Any obligation, agreement or undertaking to issue warrants, options, subscriptions or purchase rights at any time in the future shall be deemed to be an issuance at any time such obligation, agreement or undertaking is made or arises. No adjustment of the Applicable Conversion Value shall be made under this Section 5(e) upon the issuance of any shares of Common Stock which are issued pursuant to the exercise of any warrants, options, subscriptions or purchase rights or pursuant to the exercise of any conversion or exchange rights in any convertible securities if any adjustment shall previously have been made upon the issuance of any such warrants, options or subscriptions or purchase rights or upon the issuance of

any convertible securities (or upon the issuance of any warrants, options or any rights therefor) as above provided. Any adjustment of the Applicable Conversion Value with respect to this paragraph which relates to warrants, options, subscriptions or purchase rights with respect to shares of Common Stock shall be disregarded if, as, and when all of such warrants, options, subscriptions or purchase rights expire or are canceled without being exercised, so that the Applicable Conversion Value effective immediately upon such cancellation or expiration shall be equal to the Applicable Conversion Value in effect at the time of the issuance of the expired or canceled warrants, options, subscriptions or purchase rights, with such additional adjustments as would have been made to that Applicable Conversion Value had the expired or canceled warrants, options, subscriptions or purchase rights not been issued. For purposes of this paragraph, the "Net Consideration Per Share" which may be received by the Corporation shall be determined as follows:

(A) The "Net Consideration Per Share" shall mean the amount equal to the total amount of consideration, if any, received by the Corporation for the issuance of such warrants, options, subscriptions or other purchase rights or convertible or exchangeable securities, plus the minimum amount of consideration, if any, payable to the Corporation upon exercise, conversion or exchange thereof, divided by the aggregate number of shares of Common Stock that would be issued if all such warrants, options, subscriptions or other purchase rights or convertible or exchangeable securities were exercised, exchanged or converted.

(B) The "Net Consideration Per Share" which may be received by the Corporation shall be determined in each instance as of the date of issuance of warrants, options, subscriptions or other purchase rights or convertible or exchangeable securities without giving effect to any possible future price adjustments or rate adjustments which may be applicable with respect to such warrants, options, subscriptions or other purchase rights or convertible or exchangeable securities.

For purposes of this Section 5(e), if a part or all of the consideration received by the Corporation in connection with the issuance of shares of the Common Stock or the issuance of any of the securities described in this Section 5(c) consists of property other than cash, the Corporation at its expense will promptly cause independent public accountants of recognized standing selected by the Corporation to value such property, whereupon such value shall be given to such consideration and shall be recorded on the books of the Corporation with respect to receipt of such property.

This Section 5(e)(i) shall not apply under any of the circumstances which would constitute an Extraordinary Common Stock Event (as hereinafter defined in Section 5(e)(ii)).

(ii) Upon an Extraordinary Common Stock Event. Upon the happening of an Extraordinary Common Stock Event (as hereinafter defined), the Applicable Conversion Value shall, simultaneously with the happening of such Extraordinary Common Stock Event, be adjusted by multiplying the then effective Applicable Conversion Value by a

fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such Extraordinary Common Stock Event and the denominator of which shall be the number of shares of Common Stock outstanding immediately after such Extraordinary Common Stock event, and the product so obtained shall thereafter be the Applicable Conversion Value. The Applicable Conversion Value, as so adjusted, shall be readjusted in the same manner upon the happening of any successive Extraordinary Common Stock Event or Events.

"Extraordinary Common Stock Event" shall mean (i) the issue of additional shares of Common Stock as a dividend or other distribution on outstanding shares of Common Stock, (ii) the subdivision of outstanding shares of Common Stock into a greater number of shares of Common Stock, or (iii) the combination of outstanding shares of the Common Stock into a smaller number of shares of Common Stock.

(f) Dividends. In the event the Corporation shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock or in assets (excluding cash dividends or distributions), then and in each such event provisions 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 number of securities or such other assets of the Corporation which they would have received had their Series A Preferred Stock been 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 Conversion Date (as that term is hereafter defined in Section 5(j)), retained such securities or such other assets receivable by them as aforesaid during such period, giving application to all adjustments called for during such period under this Section 5 with respect to the rights of the holders of the Series A Preferred Stock.

(g) Recapitalization or Reclassification. If the Common Stock issuable upon the conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any class or classes of stock of the Corporation, whether by recapitalization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend provided for elsewhere in this Section 5, or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 5), then and in each such event the holder of each share of Series A Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification or other change by holders of the number of shares of Common Stock into which such share of Series A Preferred Stock might have been converted (taking into account all accrued and unpaid dividends and interest with respect to such Series A Preferred Stock) immediately prior to such reorganization, reclassification or change, all subject to further adjustment as provided herein.

(h) Capital Reorganization, Merger or Sale of Assets. If at any time or from time to time there shall be a capital reorganization of the Common Stock (other than a subdivision, combination, reclassification or exchange of shares provided for elsewhere in this Section 5) or a merger or consolidation of the Corporation with or into another corporation or

entity, or the sale of all or substantially all of the Corporation's properties and assets to any other person or persons, then, as a part of such reorganization, merger, consolidation or sale, provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock, the number of shares of stock or other securities or property of the Corporation, or of the successor corporation or entity resulting from such merger, consolidation or sale, to which a holder of Common Stock issuable upon conversion would have been entitled on such capital reorganization, merger, consolidation, or sale. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 5 with respect to the rights of the holders of the Series A Preferred Stock after the reorganization, merger, consolidation or sale to the end that the provisions of this Section 5 (including adjustment of the Applicable Conversion Value then in effect and the number of shares purchasable upon conversion of the Series A Preferred Stock) shall be applicable after that event in as nearly equivalent a manner as may be practicable.

Each holder of Series A Preferred Stock upon the occurrence of a capital reorganization, merger or consolidation of the Corporation, or the sale of all or substantially all its assets and properties as such events are more fully set forth in the first paragraph of this Section 5(h), shall have the option of electing treatment of his shares of Series A Preferred Stock under either this Section 5(h) or Section 3(b) hereof, notice of which election shall be submitted in writing to the Corporation at its principal offices no later than five (5) days before the effective date of such event.

(i) Accountant's Certificate as to Adjustments. In each case of an adjustment or readjustment of the Applicable Conversion Rate, the Corporation will furnish each holder of Series A Preferred Stock with a certificate, prepared by its chief financial officer showing such adjustment or readjustment, and stating in detail the facts upon which such adjustment or readjustment is based. Upon the request of any holder, the Corporation will cause its independent public accountants to confirm the accuracy of such adjustment or readjustment.

(j) Exercise of Conversion Privilege. To exercise his conversion privilege, a holder of Series A Preferred Stock shall surrender the certificate or certificates representing the shares being converted to the Corporation at its principal office, and shall give written notice to the Corporation at that office that such holder elects to convert such shares. Such notice shall also state the name or names (with address or addresses) in which the certificate or certificates for shares of Common Stock issuable upon such conversion shall be issued. The certificate or certificates for shares of Series A Preferred Stock surrendered for conversion shall be accompanied by proper assignment thereof to the Corporation or in blank. The date when such written notice is received by the Corporation, together with the certificate or certificates representing the shares of Series A Preferred Stock being converted, shall be the "Conversion Date". As promptly as practicable after the Conversion Date, the Corporation shall issue and shall deliver to the holder of the shares of Series A Preferred Stock being converted, or on its written order, such certificate or certificates as it may request for the number of whole shares of Common Stock issuable upon the conversion of such shares of Series A Preferred Stock in accordance with the provisions of this Section 5, cash in the amount of all unpaid dividends on such shares of Series A Preferred Stock, up to and including the Conversion Date, unless conversion of such unpaid dividends into Common Stock has been elected, and cash, as provided

in Section 5(k), in respect of any fraction of a share of Common Stock issuable upon such conversion. Such conversion shall be deemed to have been effected immediately prior to the close of business on the Conversion Date, and at such time the rights of the holder as holder of the converted shares of Series A Preferred Stock shall cease and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby.

(k) Cash in Lieu of Fractional Shares. No fractional shares of Common Stock or scrip representing fractional shares shall be issued upon the conversion of shares of Series A Preferred Stock. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of Series A Preferred Stock, the Corporation shall pay to the holder of the shares of Series A Preferred Stock which were converted a cash adjustment in respect of such fractional shares in an amount equal to the same fraction of the market price per share of the Common Stock (as determined in a reasonable manner prescribed by the Board of Directors) at the close of business on the Conversion Date. The determination as to whether or not any fractional shares are issuable shall be based upon the total number of shares of Series A Preferred Stock being converted at any one time by any holder thereof, not upon each share of Series A Preferred Stock being converted.

(l) Partial Conversion. In the event some but not all of the shares of Series A Preferred Stock represented by a certificate or certificates surrendered by a holder are converted, the Corporation shall execute and deliver to or on the order of the holder, at the expense of the Corporation, a new certificate representing the number of shares of Series A Preferred Stock which were not converted.

(m) Reservation of Common Stock. 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 outstanding shares of the Series A Preferred Stock and all unpaid dividends thereon, 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 and all unpaid dividends thereon, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

6. Redemption.

(a) At the written election of a majority in interest of the holders of Series A Preferred Stock on or before September 10, 2005, the Corporation shall, beginning on March 10, 2006 and on the tenth day of March in each year thereafter (each, a "Redemption Date"), redeem twenty-five percent (25%) of all of the outstanding shares of Series A Preferred Stock; provided, however, that the Corporation's redemption option shall be reduced by the number of shares of Series A Preferred Stock that have been converted prior to any such Redemption Date, and such reduction shall apply first to the Redemption Date immediately following such conversion and

thereafter any balance shall apply to any subsequent Redemption Dates. The redemption price for each share of Series A Preferred Stock redeemed pursuant to this Section 6 shall be the Original Issue Price of \$192.60 per share plus a dividend computed at a rate of 7% (or \$13.48 per share) per annum, compounded annually as of March 10, 2000 (the "Redemption Price"). Each redemption of Series A Preferred Stock shall be made so that the number of shares of Series A Preferred Stock held by each holder whose shares are being redeemed shall be reduced in an amount which shall bear the same ratio to the total number of shares of Series A Preferred Stock being redeemed as all such shares then held by such registered owner bears to the aggregate number of shares of Series A Preferred Stock then outstanding and held by all registered owners whose shares are being redeemed.

(b) The Redemption Price set forth in this Section 6 shall be subject to equitable adjustment whenever there shall occur a stock split, combination, reclassification or other similar event involving the Series A Preferred Stock.

(c) At least thirty (30) days before each Redemption Date pursuant to Section 6(a), written notice (hereinafter referred to as the "Redemption Notice") shall be mailed, postage prepaid, to each holder of record of the Series A Preferred Stock which is to be redeemed, at its address shown on the records of the Corporation; provided, however, that the giving of such Redemption Notice shall not affect the conversion rights of such holder pursuant to Section 5 hereof; provided, further, that the Corporation's failure to give such Redemption Notice shall in no way affect its obligation to redeem the shares of Series A Preferred Stock as provided in Section 6(a) hereof. The Redemption Notice shall contain the following information:

(i) The number of shares of Series A Preferred Stock held by the holder which shall be redeemed by the Corporation and the total number of shares of Series A Preferred Stock held by all holders to be so redeemed,

(ii) The Redemption Date and the applicable Redemption Price, and

(iii) That the holder is to surrender to the Corporation, at the place designated therein, its certificate or certificates representing the shares of Series A Preferred Stock to be redeemed.

(d) Each holder of shares of Series A Preferred Stock to be redeemed shall surrender the certificate or certificates representing such shares to the Corporation at the place designated in the Redemption Notice, and thereupon the applicable Redemption Price for such shares as set forth in this Section 6 shall be paid to the order of the person whose name appears on such certificate or certificates and each surrendered certificate shall be canceled and retired.

(e) If any shares of Series A Preferred Stock are not redeemed solely because a holder fails to surrender the certificate or certificates representing such shares pursuant to Section 6(d) hereof, then, from and after the Redemption Date, such shares of Series A Preferred Stock thereupon subject to redemption shall not be entitled to any further accrual of any dividends pursuant to Section 2 hereof or to the conversion provisions set forth in Section 5 hereof, unless the Corporation otherwise specifically agrees in writing.

7. No Reissuance of Series A Preferred Stock. No share or shares of Series A Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue. The Corporation may from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of the Series A Preferred Stock accordingly.

8. Restrictions and Limitations.

(a) Except as expressly provided herein or as required by law, neither the Corporation nor any subsidiary of the Corporation (which shall mean any corporation or trust of which the Corporation directly or indirectly owns at the time all of the outstanding shares of every class of such corporation or trust other than directors' qualifying shares) shall, without the vote or written consent by the holders of at least a majority of the then outstanding shares of the Series A Preferred Stock voting separately as a class:

(i) Redeem, purchase or otherwise acquire for value or (pay in, to or set aside for a sinking fund for such purpose), any share or shares of Series A Preferred Stock other than pursuant to the redemption provisions contained elsewhere herein;

(ii) Authorize or issue, or obligate itself to authorize or issue, any other equity security senior to or on a parity with the Series A Preferred Stock as to liquidation preferences, conversion rights, redemption rights, dividend rights, voting rights or otherwise;

(iii) Effect any sale, lease, assignment, transfer or other conveyance of all or substantially all of the assets of the Corporation or any subsidiary thereof, or any consolidation or merger involving the Corporation or any subsidiary thereof, or any reclassification or other change of stock, or any recapitalization or any dissolution, liquidation or winding up of the Corporation;

(iv) Effect any bank borrowings in excess of an aggregate amount of Two Hundred Fifty Thousand Dollars (\$250,000) U.S.;

(v) Effect any merger by the Corporation with or into any business entity or any acquisition by the Corporation of any assets or business having a fair market value in excess of One Million Dollars (\$1,000,000) U.S.; or

(vi) Amend its certificate of incorporation, if such amendment would change any of the rights, preferences, privileges of or limitations provided for herein for the benefit of any shares of Series A Preferred Stock.

9. No Dilution or Impairment. Except as provided in Section 8 above, the Corporation will not, by amendment of its certificate of incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the

terms of the Series A Preferred Stock set forth herein, but will at all times in good faith assist in the carrying out of all such terms and in the taking of all such actions as may be necessary or appropriate in order to protect the rights of the holders of the Series A Preferred Stock against dilution or other impairment. Without limiting the generality of the foregoing, the Corporation (a) will not increase the par value of any shares of stock receivable on the conversion of the Series A Preferred Stock above the amount payable therefor on such conversion, (b) will take all such action as may be necessary or appropriate in order that the Corporation may validly and legally issue fully paid and non-assessable shares of stock on the conversion of all Series A Preferred Stock from time to time outstanding and all accrued and unpaid dividends thereon, and (c) will not transfer all or substantially all of its properties and assets to any other person (corporate or otherwise), or consolidate with or merge into any other person or permit any such person to consolidate with or merge into the Corporation (if the Corporation is not the surviving person), unless such other person shall expressly assume in writing and will be bound by all the terms of the Series A Preferred Stock set forth herein.

10. Notices of Record Date. In the event of

(a) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, or

(b) any capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any merger or consolidation of the Corporation, or any transfer of all or substantially all of the assets of the Corporation to any other corporation, or any other entity or person, or

(c) any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, then and in each such event the Corporation shall mail or cause to be mailed to each holder of Series A Preferred Stock a notice specifying (i) the date on which any such record is to be taken for the purpose of such dividend, distribution or right and a description of such dividend, distribution or right, (ii) the date on which any such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, (iii) the time, if any, that is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding up. Such notice shall be mailed at least twenty (20) days prior to the date specified in such notice on which such action is to be taken.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: Election of Directors need not be by written ballot unless the by-laws of the Corporation so provide.

SEVENTH: The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the by-laws of the Corporation.

EIGHTH: In recognition of the fact that CMGI is, and likely will continue to be, a substantial stockholder of the Corporation, and in anticipation that the Corporation and CMGI may engage in the same or similar activities or lines of business and have an interest in the same areas of corporate opportunities, and in further recognition of the benefits to be derived by the Corporation through its continued contractual, corporate and business relations with CMGI (including possible service of officers and directors of CMGI as officers and directors of the Corporation), the provisions of this Article Eighth are set forth to regulate and define the conduct of certain affairs of the Corporation as they may involve CMGI and its officers and directors, and the power, rights, duties and liabilities of the Corporation and its officers, directors and stockholders in connection therewith.

(a) CMGI shall have no duty to refrain from engaging in the same or similar activities or lines of business as the Corporation, and neither CMGI nor any officer or director thereof (except as otherwise expressly provided herein) shall be liable to the Corporation or its stockholders for breach of any fiduciary duty by reason of any such activities of CMGI. In the event that CMGI acquires knowledge of a potential transaction or matter which may be a corporate opportunity for both CMGI and the Corporation, CMGI shall have no duty to communicate or offer such corporate opportunity to the Corporation and shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty as a stockholder of the Corporation by reason of the fact that CMGI pursues or acquires such corporate opportunity for itself, directs such corporate opportunity to another person, or does not communicate information regarding such corporate opportunity to the Corporation.

(b) In the event that a director or officer of the Corporation who is also a director or officer of CMGI acquires knowledge of a potential transaction or matter which may be a corporate opportunity for both the Corporation and CMGI, such director or officer of the Corporation shall have fully satisfied and fulfilled the fiduciary duty of such director or officer to the Corporation and its stockholders with respect to such corporate opportunity, if such director or officer acts in a manner consistent with the following policy:

(i) A corporate opportunity offered to any person who is a director or officer of the Corporation, and who is also a director or officer of CMGI, shall belong to the Corporation if such opportunity is expressly offered to such person solely in his or her capacity as a director or officer of the Corporation.

(ii) Otherwise, such corporate opportunity shall belong to CMGI.

(c) For purposes of this Article Eighth only: (i) The term "Corporation" shall mean the Corporation and all corporations, partnerships, joint ventures, associations and other entities in which the Corporation beneficially owns (directly or indirectly) 50% or more of the outstanding voting power, partnership interests or similar voting interests, and (b) the term CMGI shall mean, CMGI and all corporations, partnerships, joint ventures, associations and other entities (other than the Corporation, defined in accordance with Clause (i) of this Paragraph) in which CMGI beneficially owns (directly or indirectly) 50% or more of the outstanding voting stock, voting power, partnership interests or similar voting interests.

(d) Any person or entity purchasing or otherwise acquiring any interest in any shares of capital stock of the Corporation will be deemed to have notice of and to have consented to the provisions of this Article Eighth.

(e) Notwithstanding anything in this certificate of incorporation to the contrary, the affirmative vote of the holders of more than 80% of the votes entitled to be cast by the holders of the Corporation's capital stock, voting together as a single class, shall be required to alter, amend or repeal or adopt any provision inconsistent with, any provision of this Article Eighth. Neither the alteration, amendment or repeal of this Article Eighth nor the adoption of any provision of this certificate of incorporation inconsistent with this Article Eighth shall eliminate or reduce the effect of this Article Eighth in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article Eighth, would accrue or arise, prior to such alteration, amendment, repeal or adoption.

(f) This Article shall apply as set forth above except as otherwise provided by law. It is the intention of this Article to take full advantage of statutory amendments, the effect of which may be to specifically authorize or approve provisions such as this Article. Any repeal of this Article, or any amendment of this Article insofar as it would in any way enlarge the liability of any person covered by this Article, shall be ineffective with respect to any acts or omissions occurring prior to the date of such repeal or amendment.

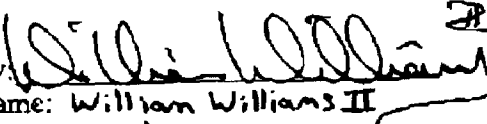
NINTH: A director shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that the elimination or limitation of liability is not permitted under the Delaware General Corporation Law as in effect when such liability is determined. No amendment or repeal of this provision shall deprive a director of the benefits hereof with respect to any act or omission occurring prior to such amendment or repeal.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

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IN WITNESS WHEREOF, the Corporation has caused this restated certificate of incorporation to be executed on its behalf by a duly authorized officer of the Corporation as of this 18th day of April, 2000.

yesmail.com, inc.

By: 
Name: William Williams II
Title: Secretary

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
YESMAIL.COM, INC.

Pursuant to Section 242
of the General Corporation Law
of the State of Delaware

yesmail.com, inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

At a meeting of the Board of Directors of the Corporation a resolution was duly adopted, pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth amendments to the Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), and declaring said amendment to be advisable. The stockholders of the Corporation duly approved said proposed amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The resolutions setting forth the amendment are as follows:

RESOLVED: That the first paragraph of ARTICLE FOURTH of the Certificate of Incorporation of this Corporation be and it is hereby amended to increase the number of authorized shares of common stock of the Corporation from 35,000,000 to 60,000,000 so that said first paragraph of ARTICLE FOURTH is amended and restated to read as follows:

"FOURTH. The aggregate number of shares of all classes of stock which the Corporation is authorized to issue is sixty-five million (65,000,000), of which (i) five million (5,000,000) shall be shares of preferred stock, par value \$.01 per share (the "Preferred Stock") and (ii) sixty million (60,000,000) shall be shares of common stock, par value \$.01 per share (the "Common Stock")."

RESOLVED: That Section 5(e) of ARTICLE FOURTH, Section 2, of the Certificate of Incorporation be and hereby is amended and restated in its entirety to read as follows:

"(e) Adjustments to Applicable Conversion Value.

(i) Upon Sales of Common Stock. If the Corporation shall, while there are any shares of Series A Preferred Stock outstanding, issue or sell shares of its Common Stock without consideration or at a price per share less than the Applicable Conversion Value in effect immediately prior to such issuance or sale, then in each such case such Applicable Conversion Value upon each such issuance or sale, except as hereinafter provided, shall be adjusted to an amount determined by multiplying such Applicable Conversion Value by a fraction:

(A) the numerator of which shall be (a) the number of shares of Common Stock outstanding immediately prior to the issuance of such additional shares of Common Stock, calculated on a fully diluted basis assuming exercise or conversion of all securities exercisable for or convertible into Common Stock, whether or not such exercise or conversion is unvested or otherwise conditional, plus (b) the number of shares of Common Stock which the net aggregate consideration received by the Corporation for the total number of such additional shares of Common Stock so issued would purchase at the Applicable Conversion Value, and

(B) the denominator of which shall be (a) the number of shares of Common Stock outstanding immediately prior to the issuance of such additional shares of Common Stock, calculated on a fully diluted basis assuming exercise or conversion of all securities exercisable for or convertible into Common Stock, whether or not such exercise or conversion is unvested or otherwise conditional, plus (b) the number of such additional shares of Common Stock so issued or deemed issued.

Notwithstanding the anything to the contrary contained herein, the following issuances of Common Stock shall not be deemed an issuance of additional shares of Common Stock for purposes of this Section 5(e) and shall have no effect on the calculations contemplated by this Section 5(e): (i) the Corporation's issuance of up to an aggregate of four million five hundred thousand (4,500,000) shares of Common Stock (such amount to be equitably adjusted whenever there shall occur a stock split, combination, reclassification or other similar event affecting the Common Stock), or options exercisable therefor, pursuant to any stock purchase or stock option plan or other individual or group incentive program of any kind approved by the Board of Directors to the Corporation's officers, directors, employees or consultants; and (ii) the issuance of Common Stock upon conversion of the Preferred Stock.

For the purposes of this Section 5(e), the issuance of any warrants, options, subscriptions or purchase rights with respect to shares of Common Stock and the issuance of any securities convertible into or exchangeable for shares of Common Stock (or the issuance of any warrants, options or any rights with respect to such convertible or exchangeable securities) whether or not such conversion or exchange is conditional, shall be deemed an issuance at such time of such Common Stock. Any obligation, agreement or undertaking to issue warrants, options, subscriptions or purchase rights at any time in the future shall be deemed to be an issuance at any time such obligation, agreement or undertaking is made or arises. No adjustment of the Applicable Conversion Value shall be made under this Section 5(e) upon the issuance of any shares of Common Stock which are issued pursuant to the exercise of any warrants, options, subscriptions or purchase rights or pursuant to the exercise of any conversion or exchange rights in any convertible securities if any adjustment shall previously have been made upon the issuance of any such warrants, options or subscriptions or purchase rights or upon the issuance of any convertible securities (or upon the issuance of any warrants, options or any rights therefor) as above provided. Any adjustment of the Applicable Conversion Value with respect to this paragraph which relates to warrants, options, subscriptions or purchase rights with respect to shares of Common Stock shall be disregarded if, as, and when all of such warrants, options, subscriptions or purchase rights expire or are canceled without being exercised, so that the Applicable Conversion Value effective immediately upon such cancellation or expiration shall be equal to the Applicable Conversion Value in effect at the time of the issuance of the expired or canceled warrants, options, subscriptions or purchase rights, with such additional adjustments as would have been made to that Applicable Conversion Value had the expired or canceled warrants, options, subscriptions or purchase rights not been issued. For purposes of this paragraph, the "Net Consideration Per Share" which may be received by the Corporation shall be determined as follows:

(A) The "Net Consideration Per Share" shall mean the amount equal to the total amount of consideration, if any, received by the Corporation for the issuance of such warrants, options, subscriptions or other purchase rights or convertible or exchangeable securities, plus the minimum amount of consideration, if any, payable to the Corporation upon exercise, conversion or exchange thereof, divided by the aggregate number of shares of Common Stock that would be issued if all such warrants, options, subscriptions or other purchase rights or convertible or exchangeable securities were exercised, exchanged or converted.

(B) The "Net Consideration Per Share" which may be received by the Corporation shall be determined in each instance as of the date of issuance of warrants, options, subscriptions or other purchase rights or convertible or exchangeable securities without giving effect to any possible future price adjustments or rate adjustments which may be applicable with respect to such

warrants, options, subscriptions or other purchase rights or convertible or exchangeable securities.

For purposes of this Section 5(e), if a part or all of the consideration received by the Corporation in connection with the issuance of shares of the Common Stock or the issuance of any of the securities described in this Section 5(e) consists of property other than cash, the Corporation at its expense will promptly cause independent public accountants of recognized standing selected by the Corporation to value such property, whereupon such value shall be given to such consideration and shall be recorded on the books of the Corporation with respect to receipt of such property.

This Section 5(e)(i) shall not apply under any of the circumstances which would constitute an Extraordinary Common Stock Event (as hereinafter defined in Section 5(e)(ii)).

(ii) Upon an Extraordinary Common Stock Event. Upon the happening of an Extraordinary Common Stock Event (as hereinafter defined), the Applicable Conversion Value shall, simultaneously with the happening of such Extraordinary Common Stock Event, be adjusted by multiplying the then effective Applicable Conversion Value by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such Extraordinary Common Stock Event and the denominator of which shall be the number of shares of Common Stock outstanding immediately after such Extraordinary Common Stock event, and the product so obtained shall thereafter be the Applicable Conversion Value. The Applicable Conversion Value, as so adjusted, shall be readjusted in the same manner upon the happening of any successive Extraordinary Common Stock Event or Events.

"Extraordinary Common Stock Event" shall mean (i) the issue of additional shares of Common Stock as a dividend or other distribution on outstanding shares of Common Stock, (ii) the subdivision of outstanding shares of Common Stock into a greater number of shares of Common Stock, or (iii) the combination of outstanding shares of the Common Stock into a smaller number of shares of Common Stock."

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed on its behalf by a duly authorized officer of the Corporation as of the 28th day of December, 2000.

By: /s/ William Williams II
William Williams II
Secretary

**CERTIFICATE OF DESIGNATION OF
SERIES B CONVERTIBLE PREFERRED STOCK**

yesmail.com, Inc., a Delaware corporation (the "Corporation" or the "Company"), pursuant to authority conferred on the Board of Directors of the Corporation by the Certificate of Incorporation of the Corporation, as amended to date, and in accordance with the provisions of Section 151 of the General Corporation Law of the State of Delaware, certifies that the Board of Directors of the Corporation, at a meeting held on February 15, 2001, duly adopted the following resolution providing for the establishment and issuance of a series of Preferred Stock to be designated "Series B Convertible Preferred Stock" and to consist of two million (2,000,000) shares as follows:

RESOLVED: That, pursuant to the authority expressly granted and vested in the Board of Directors of this Corporation in accordance with the provisions of Section 151 of the General Corporation Law of the State of Delaware and its Certificate of Incorporation, a series of Preferred Stock of the Corporation hereby is established, consisting of two million (2,000,000) shares to be designated "Series B Convertible Preferred Stock" (hereinafter "Series B Preferred Stock"); the Board of Directors be and hereby is authorized to issue such shares of Series B Preferred Stock from time to time and for such consideration and on such terms as the Board of Directors shall determine; and subject to the limitations provided by law and by the Certificate of Incorporation, the powers, designations, preferences and relative, participating, optional or other special rights of, and the qualifications, limitations or restrictions upon, the Series B Preferred Stock shall be as follows:

1. **Designation.** This series of Preferred Stock, par value \$0.01 per share, shall be designated the "Series B Convertible Preferred Stock" (hereinafter "Series B Preferred Stock").

2. **Dividends.**

(a) The holders of shares of Series B Preferred Stock shall be entitled to receive, out of funds legally available therefor, dividends computed at a rate of 7% of the Applicable Purchase Price (as defined in Section 3(a) below) per share per annum (or a proportional part thereof for a portion of a year and all subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) commencing as of the date the particular shares of Series B Preferred Stock are issued (the "Applicable Issue Date"), payable when, as and if declared by the Board of Directors of the Corporation. The right to receive dividends on Series B Preferred Stock shall be non-cumulative, and no right to receive dividends shall accrue by reason of the fact that no dividends have been declared on the Series B Preferred Stock in any or every prior year.

(b) The Corporation shall not declare or pay any distributions on shares of Common Stock until the holders of shares of Series B Preferred Stock then outstanding shall

have first received a distribution at the rate specified in paragraph (a) of this Section 2 calculated on a cumulative basis from the date of issuance of said stock compounded annually as of any anniversary of the date of issuance of such shares.

(c) For purposes of this Section 2, unless the context requires otherwise, "distribution" shall mean the transfer of cash or property without consideration, whether by way of dividend or otherwise, payable other than in Common Stock or other securities of the Corporation, or the purchase or redemption of shares of the Corporation (other than repurchases of Common Stock held by employees or directors of, or consultants to, the Corporation pursuant to agreements providing for such repurchase and other than redemptions in liquidation or dissolution of the Corporation) for cash or property, including any such transfer, purchase or redemption by a subsidiary of the Corporation.

3. Liquidation, Dissolution or Winding Up.

(a) In the event of any liquidation, dissolution or winding up of the Company, and provided that the amount available for distribution to each holder of the Series B Preferred Stock pursuant to this Section 3 is less than the Applicable Purchase Price (as defined below) per share plus a dividend computed at a rate of 7% per share per annum, compounded annually beginning as of the Applicable Issue Date (such amount to be equitably adjusted whenever there shall occur a stock split, combination, reclassification or other similar event as provided in Section 5(e)(ii) hereof), whether voluntary or involuntary, the entire assets of the Company available for such distribution shall, after satisfaction of all payment obligations under the Company's Series A Preferred Stock, be distributed ratably among the holders of the Series B Preferred Stock. The "Applicable Purchase Price" for each share of Series B Preferred Stock shall be the price paid for such share on the Applicable Issue Date. It is expressly contemplated that separate tranches of shares of Series B Preferred Stock issued at different times will have different Applicable Purchase Prices.

(b) In the event of any liquidation, dissolution or winding up of the Company, and provided that the amount available for distribution to each holder of the Series B Preferred Stock pursuant to this Section 3 is at least equal to the Applicable Purchase Price per share plus a dividend computed at a rate of 7% of the Applicable Purchase Price for each such share per annum, compounded annually as of the Applicable Issue Date (such amount to be equitably adjusted whenever there shall occur a stock split, combination, reclassification or other similar event as provided in Section 5(e)(ii) hereof), whether voluntary or involuntary, holders of each share of Series B Preferred Stock shall, after satisfaction of all payment obligations under the Company's Series A Preferred Stock, be entitled to be paid first out of the assets of the Company available for distribution to holders of the Company's capital stock of all classes, whether such assets are capital, surplus, or earnings, before any sums shall be paid or any assets distributed among the holders of any other class of capital stock, an amount equal to the Applicable Purchase Price for each share of Series B Preferred Stock plus a dividend computed at a rate of 7% per share per annum, compounded annually as of the Applicable Issue Date. After the payment of the preferential amount required to be paid to the holders of the Series A Preferred Stock and the holders of Series B Preferred Stock, upon the liquidation, dissolution or winding up of the Corporation, the holders of shares of the Corporation's Common Stock shall be entitled

to receive the remaining assets and funds of the Corporation available for distribution to its stockholders.

(c) A consolidation or merger of the Company or a sale of all or substantially all of the assets of the Company shall be regarded as a liquidation, dissolution or winding up of the affairs of the Company within the meaning of this Section 3; provided, however, that each holder of Series B Preferred Stock shall have the right to elect the benefits of the provisions of Section 5(h) hereof in lieu of receiving payment in liquidation, dissolution or winding up of the Company pursuant to this Section 3. Each holder of Series B Preferred Stock shall notify the Company in advance of its election to obtain the benefits of this Section 3(c) or of Section 5(h), which notification shall be given not later than a date specified in writing to each holder by the Company to be at least five (5) days prior to the effective date of such consolidation, merger or sale. If a holder fails to make any election, he shall be deemed to have elected the benefits of this Section 3(c).

(d) Whenever the distribution provided for herein shall be paid in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors of the Company.

4. **Voting Power.** Except as otherwise expressly provided in Section 8 hereof, or as required by law, each holder of Series B Preferred Stock shall be entitled to vote on all matters and shall be entitled to that number of votes equal to the largest number of whole shares of Common Stock into which such holder's shares of Series B Preferred Stock could be converted, pursuant to the provisions of Section 5 hereof (taking into account all declared and unpaid dividends, if any, with respect to such Series B Preferred Stock), at the record date for the determination of shareholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited. Except as otherwise expressly provided herein or as required by law, the holders of shares of Series B Preferred Stock and of Common Stock shall be entitled to vote together as a class on all matters.

5. **Conversion Rights.** The holders of the Series B Preferred Stock shall have the following conversion rights:

(a) **General.** Subject to and in compliance with the provisions of this Section 5, any shares of the Series B Preferred Stock, may, at the option of the holder, be converted at any time or from time to time into fully-paid and non-assessable shares (calculated as to each conversion to the largest whole share) of Common Stock. The number of shares of Common Stock to which a holder of Series B Preferred Stock shall be entitled upon conversion shall be calculated by adding together each product obtained by multiplying the Applicable Conversion Rate (determined as provided in Section 5(e)) for each tranche of Series B Preferred Stock held by such holder by the number of shares of each tranche of Series B Preferred Stock having such particular Applicable Purchase Price being converted. Upon conversion of their shares of Series B Preferred Stock into shares of Common Stock, holders of shares of Series B Preferred Stock shall also have the option to have all declared but unpaid dividends on such shares of Series B Preferred Stock converted into shares of Common Stock. The number of shares of Common Stock to be received upon the conversion of such declared but unpaid dividends shall, for each

tranche of Series B Preferred Stock, be computed by multiplying the number of shares of Series B Preferred Stock which could have been purchased with such declared but unpaid dividends, assuming a Series B Preferred Stock purchase price equal to the Applicable Purchase Price per share, by the Applicable Conversion Rate in effect for such tranche at the time of such conversion.

(b) Conversion Following Underwritten Public Offering.

(i) All outstanding shares of Series B Preferred Stock shall, upon the closing of an underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offering and sale of Common Stock for the account of the Company in which the Common Stock is sold at a price to the public of not less than an amount per share to be calculated as follows: (A) the aggregate sum of the Applicable Purchase Price for each tranche of Series B Preferred Stock multiplied by the number of shares issued in such tranche plus a dividend computed at a rate of 7% per share per annum, compounded annually as of the Applicable Issue Date (such amount to be equitably adjusted whenever there shall occur a stock split, combination, reclassification or other similar event affecting the Common Stock) divided by (B) the total number of shares of Series B Preferred Stock issued and outstanding, and in which the aggregate gross proceeds (before deduction of any underwriting discounts, commissions or expenses) received by the Company from such public offering, shall equal or exceed Fifteen Million Dollars (\$15,000,000), be converted automatically into the number of shares of Common Stock to which a holder of Series B Preferred Stock shall be entitled upon conversion pursuant to Section 5(a) hereof without any further action by such holders and whether or not the certificates representing such shares are surrendered to the Company or its transfer agent for the Common Stock.

(ii) Upon the occurrence of the conversion specified in Section 5(b)(i), the holders of such Series B Preferred Stock shall surrender the certificates representing such shares at the office of the Company or of its transfer agent for the Common Stock. Thereupon, there shall be issued and delivered to each such holder a certificate or certificates for the number of shares of Common Stock into which the shares of the Series B Preferred Stock surrendered were convertible on the date on which such conversion occurred. The Company shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless certificates evidencing such shares of the Series B Preferred Stock being converted are either delivered to the Company or any such transfer agent or the holder notifies the Company or any such transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Company to indemnify the Company from any loss incurred by it in connection therewith. In addition, the Company may, if the Board of Directors deems it reasonably necessary, require the holder to post a bond in connection with such indemnity agreement.

(c) **Applicable Conversion Rate.** The conversion rate in effect at any time (the "Applicable Conversion Rate") shall be the quotient obtained by dividing (i) the Applicable Purchase Price by (ii) the Applicable Conversion Value, calculated as provided in Section 5(d).

(d) Applicable Conversion Value. The Applicable Conversion Value in effect from time to time, except as subsequently adjusted in accordance with Section 5(e) hereof, shall be equal to the quotient obtained by dividing (i) the Applicable Purchase Price by (ii) ten (10).

(e) Adjustments to Applicable Conversion Value.

(i) Upon Sales of Common Stock. If the Company shall, while there are any shares of Series B Preferred Stock outstanding, issue or sell shares of its Common Stock without consideration or at a price per share less than the Applicable Conversion Value for any tranche of Series B Preferred Stock in effect immediately prior to such issuance or sale, then in each such case such Applicable Conversion Value for such tranche of Series B Preferred Stock upon each such issuance or sale, except as hereinafter provided, shall be adjusted to an amount determined by multiplying such Applicable Conversion Value by a fraction:

(A) the numerator of which shall be **(a)** the number of shares of Common Stock outstanding immediately prior to the issuance of such additional shares of Common Stock, calculated on a fully diluted basis assuming exercise or conversion of all securities exercisable for or convertible into Common Stock, whether or not such exercise or conversion is unvested or otherwise conditional, plus **(b)** the number of shares of Common Stock which the net aggregate consideration received by the Corporation for the total number of such additional shares of Common Stock so issued would purchase at the Applicable Conversion Value for such tranche, and

(B) the denominator of which shall be **(a)** the number of shares of Common Stock outstanding immediately prior to the issuance of such additional shares of Common Stock, calculated on a fully diluted basis assuming exercise or conversion of all securities exercisable for or convertible into Common Stock, whether or not such exercise or conversion is unvested or otherwise conditional, plus **(b)** the number of such additional shares of Common Stock so issued or deemed issued.

The Corporation's issuance of up to an aggregate of 4,500,000 shares of Common Stock or such greater number if approved by a majority of the Board of Directors (such amount to be equitably adjusted whenever there shall occur a stock split, combination, reclassification or other similar event affecting the Common Stock), or options exercisable therefor, pursuant to any stock purchase or stock option plan or other individual or group incentive program of any kind approved by the Board of Directors to the Corporation's officers, directors, employees or consultants shall have no effect on the calculations contemplated by this Section 5(e).

For the purposes of this Section 5(e), with respect to each tranche of Series B Preferred Stock, the issuance of any warrants, options, subscriptions or purchase rights with respect to shares of Common Stock and the issuance of any securities convertible into or exchangeable for shares of Common Stock (or the issuance of any warrants, options or any rights with respect to

such convertible or exchangeable securities) whether or not such conversion or exchange is conditional, shall be deemed an issuance at such time of such Common Stock. Any obligation, agreement or undertaking to issue warrants, options, subscriptions or purchase rights at any time in the future shall be deemed to be an issuance at any time such obligation, agreement or undertaking is made or arises. No adjustment of the Applicable Conversion Value for any such tranche shall be made under this Section 5(e) upon the issuance of any shares of Common Stock which are issued pursuant to the exercise of any warrants, options, subscriptions or purchase rights or pursuant to the exercise of any conversion or exchange rights in any convertible securities if any adjustment shall previously have been made upon the issuance of any such warrants, options or subscriptions or purchase rights or upon the issuance of any convertible securities (or upon the issuance of any warrants, options or any rights therefor) as above provided. Any adjustment of the Applicable Conversion Value with respect to this paragraph for any tranche of Series B Preferred Stock which relates to warrants, options, subscriptions or purchase rights with respect to shares of Common Stock shall be disregarded if, as, and when all of such warrants, options, subscriptions or purchase rights expire or are canceled without being exercised, so that the Applicable Conversion Value for such tranche effective immediately upon such cancellation or expiration shall be equal to the Applicable Conversion Value for such tranche in effect at the time of the issuance of the expired or canceled warrants, options, subscriptions or purchase rights, with such additional adjustments as would have been made to that Applicable Conversion Value had the expired or canceled warrants, options, subscriptions or purchase rights not been issued. For purposes of this paragraph, the "Net Consideration Per Share" which may be received by the Company shall be determined as follows:

(A) The "Net Consideration Per Share" shall mean the amount equal to the total amount of consideration, if any, received by the Company for the issuance of such warrants, options, subscriptions or other purchase rights or convertible or exchangeable securities, plus the minimum amount of consideration, if any, payable to the Company upon exercise, conversion or exchange thereof, divided by the aggregate number of shares of Common Stock that would be issued if all such warrants, options, subscriptions or other purchase rights or convertible or exchangeable securities were exercised, exchanged or converted.

(B) The "Net Consideration Per Share" which may be received by the Company shall be determined in each instance as of the date of issuance of such warrants, options, subscriptions or other purchase rights or convertible or exchangeable securities or, if later, the first date that the total amount of consideration and the aggregate number of shares of Common Stock, each as described in clause (A) above, is determined without giving effect to any possible future price adjustments or rate adjustments which may be applicable with respect to such warrants, options, subscriptions or other purchase rights or convertible or exchangeable securities.

For purposes of this Section 5(e), if a part or all of the consideration received by the Company in connection with the issuance of shares of the Common Stock or the issuance of any

of the securities described in this Section 5(e) consists of property other than cash, the Company at its expense will promptly cause independent public accountants of recognized standing selected by the Company to value such property, whereupon such value shall be given to such consideration and shall be recorded on the books of the Company with respect to receipt of such property.

This Section 5(e)(i) shall not apply under any of the circumstances which would constitute an Extraordinary Common Stock Event (as hereinafter defined in Section 5(e)(ii)).

(ii) **Extraordinary Common Stock Event.** Upon the happening of an Extraordinary Common Stock Event (as hereinafter defined), the Applicable Conversion Value for each tranche of Series B Preferred Stock shall, simultaneously with the happening of such Extraordinary Common Stock Event, be adjusted by multiplying the then effective Applicable Conversion Value for such tranche by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such Extraordinary Common Stock Event and the denominator of which shall be the number of shares of Common Stock outstanding immediately after such Extraordinary Common Stock event, and the product so obtained shall thereafter be the Applicable Conversion Value for such tranche. The Applicable Conversion Value for such tranche, as so adjusted, shall be readjusted in the same manner upon the happening of any successive Extraordinary Common Stock Event or Events.

"Extraordinary Common Stock Event" shall mean (i) the issue of additional shares of Common Stock as a dividend or other distribution on outstanding shares of Common Stock, (ii) the subdivision of outstanding shares of Common Stock into a greater number of shares of Common Stock, or (iii) the combination of outstanding shares of the Common Stock into a smaller number of shares of Common Stock.

(f) **Dividends.** In the event the Company shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Company other than shares of Common Stock or in assets (excluding cash dividends or distributions), then and in each such event provisions 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 number of securities or such other assets of the Company which they would have received had their Series B Preferred Stock been 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 Conversion Date (as that term is hereafter defined in Section 5(j)), retained such securities or such other assets receivable by them as aforesaid during such period, giving application to all adjustments called for during such period under this Section 5 with respect to the rights of the holders of the Series B Preferred Stock.

(g) **Recapitalization or Reclassification.** If the Common Stock issuable upon the conversion of the Series B Preferred Stock shall be changed into the same or a different number of shares of any class or classes of stock of the Corporation, whether by recapitalization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend provided for elsewhere in this Section 5, or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 5), then and in each such event the holder of each share of Series B Preferred Stock shall have the right thereafter to convert such share into the

kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification or other change by holders of the number of shares of Common Stock into which such share of Series B Preferred Stock might have been converted (taking into account all accrued and unpaid dividends and interest with respect to such Series B Preferred Stock) immediately prior to such reorganization, reclassification or change, all subject to further adjustment as provided herein.

(h) Capital Reorganization, Merger or Sale of Assets. If at any time or from time to time there shall be a capital reorganization of the Common Stock (other than a subdivision, combination, reclassification or exchange of shares provided for elsewhere in this Section 5) or a merger or consolidation of the Company with or into another corporation or entity, or the sale of all or substantially all of the Company's properties and assets to any other person or persons, then, as a part of such reorganization, merger, consolidation or sale, provision shall be made so that each holder of the Series B Preferred Stock shall thereafter be entitled to receive upon conversion of such holder's shares of Series B Preferred Stock, the number of shares of stock or other securities or property of the Company, or of the successor corporation or entity resulting from such merger, consolidation or sale, to which a holder of Common Stock issuable upon conversion would have been entitled on such capital reorganization, merger, consolidation, or sale. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 5 with respect to the rights of the holders of the Series B Preferred Stock after the reorganization, merger, consolidation or sale to the end that the provisions of this Section 5 (including adjustment of the Applicable Conversion Value then in effect and the number of shares purchasable upon conversion of each tranche of Series B Preferred Stock) shall be applicable after that event in as nearly equivalent a manner as may be practicable.

Each holder of Series B Preferred Stock upon the occurrence of a capital reorganization, merger or consolidation of the Company, or the sale of all or substantially all its assets and properties as such events are more fully set forth in the first paragraph of this Section 5(h), shall have the option of electing treatment of his shares of Series B Preferred Stock under either this Section 5(h) or Section 3(b) hereof, notice of which election shall be submitted in writing to the Company at its principal offices no later than five (5) days before the effective date of such event.

(i) Accountant's Certificate as to Adjustments. In each case of an adjustment or readjustment of the Applicable Conversion Rate, the Company will furnish each holder of Series B Preferred Stock with a certificate, prepared by its chief financial officer showing such adjustment or readjustment, and stating in detail the facts upon which such adjustment or readjustment is based. Upon the request of any holder, the Company will cause its independent public accountants to confirm the accuracy of such adjustment or readjustment.

(j) Exercise of Conversion Privilege. To exercise his conversion privilege, a holder of Series B Preferred Stock shall surrender the certificate or certificates representing the shares being converted to the Company at its principal office, and shall give written notice to the Company at such office that such holder elects to convert such shares. Such notice shall also state the name or names (with address or addresses) in which the certificate or certificates for shares of Common Stock issuable upon such conversion shall be issued. The certificate or certificates for shares of Series B Preferred Stock surrendered for conversion shall be

accompanied by proper assignment thereof to the Company or in blank. The date when such written notice is received by the Company, together with the certificate or certificates representing the shares of Series B Preferred Stock being converted, shall be the "Conversion Date". As promptly as practicable after the Conversion Date, the Company shall issue and shall deliver to the holder of the shares of Series B Preferred Stock being converted, or on its written order, such certificate or certificates as it may request for the number of whole shares of Common Stock issuable upon the conversion of such shares of Series B Preferred Stock in accordance with the provisions of this Section 5, cash in the amount of all declared but unpaid dividends on such shares of Series B Preferred Stock, up to and including the Conversion Date, unless conversion of such declared but unpaid dividends into Common Stock has been elected, and cash, as provided in Section 5(k), in respect of any fraction of a share of Common Stock issuable upon such conversion. Such conversion shall be deemed to have been effected immediately prior to the close of business on the Conversion Date, and at such time the rights of the holder as holder of the converted shares of Series B Preferred Stock shall cease and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby.

(k) **Cash in Lieu of Fractional Shares.** No fractional shares of Common Stock or scrip representing fractional shares shall be issued upon the conversion of shares of Series B Preferred Stock. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of Series B Preferred Stock, the Company shall pay to the holder of the shares of Series B Preferred Stock which were converted a cash adjustment in respect of such fractional shares in an amount equal to the same fraction of the market price per share of the Common Stock (as determined in a reasonable manner prescribed by the Board of Directors) at the close of business on the Conversion Date. The determination as to whether or not any fractional shares are issuable shall be based upon the total number of shares of Series B Preferred Stock being converted at any one time by any holder thereof, not upon each share of Series B Preferred Stock being converted.

(l) **Partial Conversion.** In the event some but not all of the shares of Series B Preferred Stock represented by a certificate or certificates surrendered by a holder are converted, the Company shall execute and deliver to or on the order of the holder, at the expense of the Company, a new certificate representing the number of shares of Series B Preferred Stock which were not converted.

(m) **Reservation of Common Stock.** The Company 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 outstanding shares of the Series B Preferred Stock and all unpaid dividends thereon, 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 and all unpaid dividends thereon, the Company shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

6. Redemption.

(a) At the written election of a majority in interest of the holders of Series B Preferred Stock on or before September 10, 2005, beginning on March 10, 2006 and on the tenth day of March in each year thereafter (the "Redemption Date"), the Company shall redeem, pro rata based on the number of shares of each tranche, twenty-five percent (25%) of all of the outstanding shares of Series B Preferred Stock; provided, however, that the Company's redemption obligation shall be reduced by the number of shares of Series B Preferred Stock that have been converted prior to any such Redemption Date, and such reduction shall apply first to the Redemption Date immediately following such conversion and thereafter any balance shall apply to any subsequent Redemption Dates. The redemption price for each share of Series B Preferred Stock redeemed pursuant to this Section 6 shall be equal to the Applicable Purchase Price for such share plus a dividend computed at a rate of 7% per share per annum, compounded annually as of the Applicable Issue Date (the "Redemption Price"). Each redemption of Series B Preferred Stock shall be made so that the number of shares of Series B Preferred Stock held by each holder whose shares are being redeemed shall be reduced in an amount which shall bear the same ratio to the total number of shares of Series B Preferred Stock being redeemed as all such shares then held by such registered owner bears to the aggregate number of shares of Series B Preferred Stock then outstanding and held by all registered owners whose shares are being redeemed.

(b) The Redemption Price set forth in this Section 6 shall be subject to equitable adjustment whenever there shall occur a stock split, combination, reclassification or other similar event involving the Series B Preferred Stock.

(c) At least thirty (30) days before any Redemption Date pursuant to Section 6(a), written notice (hereinafter referred to as the "Redemption Notice") shall be mailed, postage prepaid, to each holder of record of the Series B Preferred Stock which is to be redeemed, at its address shown on the records of the Company; provided, however, that the giving of such Redemption Notice shall not affect the conversion rights of such holder pursuant to Section 5 hereof; provided, further, that the Company's failure to give such Redemption Notice shall in no way affect its obligation to redeem the shares of Series B Preferred Stock as provided in Section 6(a) hereof. The Redemption Notice shall contain the following information:

(i) The number of shares of Series B Preferred Stock held by the holder which shall be redeemed by the Company and the total number of shares of Series B Preferred Stock held by all holders to be so redeemed,

(ii) The Redemption Date and the applicable Redemption Price, and

(iii) That the holder is to surrender to the Company, at the place designated therein, its certificate or certificates representing the shares of Series B Preferred Stock to be redeemed.

(d) Each holder of shares of Series B Preferred Stock to be redeemed shall surrender the certificate or certificates representing such shares to the Company at the place

designated in the Redemption Notice, and thereupon the applicable Redemption Price for such shares as set forth in this Section 6 shall be paid to the order of the person whose name appears on such certificate or certificates and each surrendered certificate shall be canceled and retired.

(e) If any shares of Series B Preferred Stock are not redeemed solely because a holder fails to surrender the certificate or certificates representing such shares pursuant to Section 6(d) hereof, then, from and after the Redemption Date, such shares of Series B Preferred Stock thereupon subject to redemption shall not be entitled to any further accrual of any dividends pursuant to Section 2 hereof or to the conversion provisions set forth in Section 5 hereof, unless the Company otherwise specifically agrees in writing.

7. No Reissuance of Series B Preferred Stock. No share or shares of Series B Preferred Stock acquired by the Company by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Company shall be authorized to issue. The Company may from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of the Series B Preferred Stock accordingly.

8. Restrictions and Limitations.

(a) Except as expressly provided herein or as required by law, neither the Company nor any subsidiary of the Company (which shall mean any corporation or trust of which the Company directly or indirectly owns at the time all of the outstanding shares of every class of such corporation or trust other than directors' qualifying shares) shall, without the vote or written consent by the holders of at least a majority of the then outstanding shares of the Series B Preferred Stock voting together, each share of Series B Preferred Stock to be entitled to one vote in each instance for each share of Common Stock into which such Preferred Stock is then convertible:

(i) Redeem, purchase or otherwise acquire for value or (pay in, to or set aside for a sinking fund for such purpose), any share or shares of Series B Preferred Stock other than pursuant to the redemption provisions contained elsewhere herein;

(ii) Authorize or issue, or obligate itself to authorize or issue, any other equity security senior to or on a parity with the Series B Preferred Stock as to liquidation preferences, conversion rights, redemption rights, dividend rights, voting rights or otherwise;

(iii) Effect any sale, lease, assignment, transfer or other conveyance of all or substantially all of the assets of the Company or any subsidiary thereof, or any consolidation or merger involving the Company or any subsidiary thereof, or any reclassification or other change of stock, or any recapitalization or any dissolution, liquidation or winding up of the Company;

(iv) Effect any merger by the Company with or into any business entity or any acquisition by the Company of any assets or business having a fair market value in excess of One Million Dollars (\$1,000,000) U.S.; or

(v) Amend its Amended and Restated Certificate of Incorporation, if such amendment would change any of the rights, preferences, privileges of or limitations provided for herein for the benefit of any shares of Series B Preferred Stock.

9. **No Dilution or Impairment.** Except as provided in Section 8 above, the Company will not, by amendment of its Amended and Restated Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of the Series B Preferred Stock set forth herein, but will at all times in good faith assist in the carrying out of all such terms and in the taking of all such actions as may be necessary or appropriate in order to protect the rights of the holders of the Series B Preferred Stock against dilution or other impairment. Without limiting the generality of the foregoing, the Company (a) will not increase the par value of any shares of stock receivable on the conversion of the Series B Preferred Stock above the amount payable therefor on such conversion, (b) will take all such action as may be necessary or appropriate in order that the Company may validly and legally issue fully paid and non-assessable shares of stock on the conversion of all Series B Preferred Stock from time to time outstanding and all accrued and unpaid dividends thereon, and (c) will not transfer all or substantially all of its properties and assets to any other person (corporate or otherwise), or consolidate with or merge into any other person or permit any such person to consolidate with or merge into the Company (if the Company is not the surviving person), unless such other person shall expressly assume in writing and will be bound by all the terms of the Series B Preferred Stock set forth herein.

10. **Notices of Record Date.** In the event of

(a) any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, or


(b) any capital reorganization of the Company, any reclassification or recapitalization of the capital stock of the Company, any merger or consolidation of the Company, or any transfer of all or substantially all of the assets of the Company to any other corporation, or any other entity or person, or

(c) any voluntary or involuntary dissolution, liquidation or winding up of the Company, then and in each such event the Company shall mail or cause to be mailed to each holder of Series B Preferred Stock a notice specifying (i) the date on which any such record is to be taken for the purpose of such dividend, distribution or right and a description of such dividend, distribution or right, (ii) the date on which any such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, (iii) the time, if any, that is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding up. Such notice shall be mailed at least twenty (20) days prior to the date specified in such notice on which such action is to be taken.

This Certificate of Designation was duly adopted in accordance with the applicable provisions of Section 151 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, yesmail.com, Inc. has caused this Certificate of Designation of Series B Convertible Preferred Stock to be signed by William Williams II, its Secretary, this 22nd day of March, 2001.

yesmail.com, Inc.

By: 
William Williams II
Secretary

**CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND
REGISTERED OFFICE


YESMAIL.COM, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

The present registered agent of the corporation is Corporation Service Company and the present registered office of the corporation is in the county of New Castle.

The Board of Directors of YESMAIL.COM, INC. adopted the following resolution on the 14th day of February, 2001.

Resolved, that the registered office of YESMAIL.COM, INC. in the state of Delaware be and it hereby is changed to Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, and the authorization of the present registered agent of this corporation be and the same is hereby withdrawn, and THE CORPORATION TRUST COMPANY, shall be and is hereby constituted and appointed the registered agent of this corporation at the address of its registered office.

IN WITNESS WHEREOF, YESMAIL.COM, INC. has caused this statement to be signed by William Williams II, its Secretary, this 4th day of April, 2001.


Name: William Williams II
Title: Secretary

*Any authorized officer or the chairman or Vice-Chairman of the Board of Directors may execute this certificate.

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
YESMAIL.COM, INC.

Pursuant to Section 242
of the General Corporation Law
of the State of Delaware

yesmail.com, inc., a corporation organized and existing under the laws of the
State of Delaware (the "Corporation"), does hereby certify as follows:

The Board of Directors of the Corporation at a meeting held on April 1, 2002 duly
adopted resolutions, pursuant to Section 242 of the General Corporation Law of the State
of Delaware, setting forth an amendment to the Restated Certificate of Incorporation of
the Corporation (the "Certificate of Incorporation"), and declaring said amendment to be
advisable. The stockholders of the Corporation duly approved said proposed amendment
by written consent in accordance with Sections 228 and 242 of the General Corporation
Law of the State of Delaware. The resolution setting forth the amendment are as follows:

RESOLVED: Article FIRST of the Certificate of Incorporation be and is
amended and restated in its entirety to read as follows:

"FIRST: The name of the Corporation is Yesmail, Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to
be executed on its behalf by a duly authorized officer of the Corporation as of the 4th day
of April, 2002.

By: /s/ David Menzel
President and Chief Executive Officer