

U.S. Department of Commerce
Patent and Trademark Office

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

1. Name of conveying party(ies): Domania.com, Inc.

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State DELAWARE
 Other _____
 Additional name(s) of conveying party(ies) attached? ___ Yes ___ No

2. Name and Address of receiving party(ies)
 Name: Domania, Inc.

 Address: 1360 Soldiers Field Road
 Boston, MA 02135

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date July 26, 2001

____ Individual(s) citizenship
 ____ Association
 ____ General 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)
 B. Trademark Registration No.(s): 2,553,534; 2,553,535;
 2,525,938; 2,227,043; 1,843,177
 Additional numbers attached? ___ Yes ___ No

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

 Deborah K. Squiers, Esq.
 Cowan, Liebowitz & Latman, P.C.
 1133 Avenue of the Americas
 New York, NY 10036-6799

6. Total number of applications and registrations involved:
 Five (5)

7. Total fee (37 CFR 3.41)..... \$140.00
 Enclosed
 Any deficiency is authorized to be charged to
 Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415
 (Attach duplicate copy of this page if paying by deposit account)

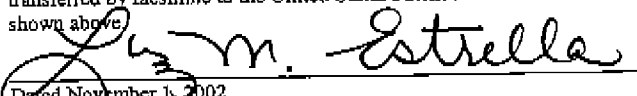
DO NOT USE THIS SPACE

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.
 Deborah K. Squiers, Esq. _____ November 1, 2002
 Name of Person Signing Signature Date
 Total number of pages including cover sheet, attachments, and document: 3

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

CERTIFICATE OF FACSIMILE TRANSMISSION

The undersigned hereby certifies that the above-captioned correspondence is being transferred by facsimile to the United States Patent and Trademark Office on the date shown above.


 Dated November 1, 2002

TRADEMARK 28/00/540625.1

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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DOMANIA.COM, INC.", CHANGING ITS NAME FROM "DOMANIA.COM, INC." TO "DOMANIA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JULY, A.D. 2001, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1264785

DATE: 07-26-01

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/26/2001
010363804 - 3064908

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

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Domania.com, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That at a meeting of the Board of Directors of the Corporation resolutions were duly adopted, in accordance with Section 242, of the General Corporate Law of the State of Delaware, setting forth a proposed amendment to the Corporation's Second Amended and Restated Certificate of Incorporation, declaring said amendment to be advisable and calling for presentation of said amendment to the stockholders of the Corporation for consideration thereof. The resolutions setting forth the proposed amendment are as follows:

RESOLVED: That it is desirable and in the best interest of the Corporation to amend the Corporation's Second Amended and Restated Certificate of Incorporation (the "Certificate") by changing the Article thereof numbered "First", so that, as amended, the name of the Corporation shall be:

DOMANIA, INC.

RESOLVED: That the foregoing resolution be presented to the stockholders of the Corporation for approval.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, 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.

Executed on July 25, 2001

DOMANIA.COM, INC.

By: 
Richard D. Lans, President