

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GovDeals, Inc.	FORMERLY GovDeals.com, Inc.	05/24/2001	CORPORATION:
RECEIVING PARTY DATA			
Name:	GovDeals, Inc.		
Street Address:	5913 Carmichael Place		
City:	Montgomery		
State/Country:	ALABAMA		
Postal Code:	36117		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2563067		
CORRESPONDENCE DATA			
Fax Number:	(205)488-5891		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	205-226-3404		
Email:	ppsmith@balch.com		
Correspondent Name:	Pamela Payne Smith		
Address Line 1:	1901 Sixth Avenue North		
Address Line 2:	Suite 2600		
Address Line 4:	Birmingham, ALABAMA 35203		
NAME OF SUBMITTER:	Michael K. Underwood		
Signature:	/Michael K. Underwood/		
Date:	08/22/2007		

Total Attachments: 5

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**TRADEMARK
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Delaware

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The First State

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 "GOVDEALS.COM, INC.", CHANGING ITS NAME FROM "GOVDEALS.COM, INC." TO "GOVDEALS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2001, AT 10 O'CLOCK A.M.

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070941865



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5942188

DATE: 08-21-07

TRADEMARK
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GovDeals.com, Inc.**

Pursuant to Section 242 of the *Delaware General Corporation Law*, the undersigned, GovDeals.com, Inc. herewith certifies that the following amendments to the Articles of Incorporation of GovDeals.com, Inc. (the "Corporation") have been duly adopted in accordance with Section 242 of the *Delaware General Corporation Law*:

1. Article I of the Articles of Incorporation of the Corporation is hereby revoked and the following substituted in lieu thereof:

"Article I

Name

The name of the corporation (herein the "Corporation") is: GovDeals, Inc."

2. Article IV of the Articles of Incorporation of the Corporation is hereby revoked and the following substituted in lieu thereof:

"Article IV

Capital Stock

4.01. **Classes of Stock.** The Corporation is authorized to issue two classes of stock ("Shares") designated as "common" and "preferred." The total number of shares that may be issued by the Corporation is 225,000,000 shares of the par value of \$.01 per share; 195,000,000 Shares to be common Shares and 30,000,000 Shares to be preferred Shares. Common and Preferred Shares of Corporation stock may be voted.

The following rights, privileges and conditions shall attach to the preferred Shares of Corporation stock:

A. Preference on Dissolution. In the event of the liquidation or dissolution of the Corporation, or the sale of all or substantially all of the assets of the Corporation, the holders of the preferred stock shall be entitled to be paid in full the par value of their Shares before any amount shall be paid to the holders of the common stock. In the event that the net proceeds available for distribution after liquidation or dissolution or sale of all or substantially all the assets is less than the total par value paid by all preferred stockholders for their preferred Shares, then the preferred stockholders will share pro-rata in said net proceeds. In the event that net proceeds available for distribution after liquidation or dissolution or sale of all or substantially all of the assets of the Corporation is equal to or greater than the total par value of shares held by both preferred and common shareholders, the net proceeds will be distributed pro rata in proportion to shares owned to total shares issued and outstanding.

B. Option to Require Redemption. At any time or from time to time any holder of preferred stock may, in his or her sole discretion, if he or she believes that the value of all common and preferred stock of the Corporation has declined or depreciated from the value thereof when the holder acquired his or her preferred Shares, then the holder may deliver written notice to the Corporation that his or her preferred Shares are to be redeemed or purchased by the Corporation for the amount originally paid therefor. Upon the exercise by the preferred shareholder of the option described herein, the Corporation shall purchase for cash all of the said holders' preferred stock within thirty (30) days after the delivery of said notice.

4.02 Preemptive Rights. Each shareholder of the Corporation shall, by reason of his or her holding shares in the Corporation, possess a preemptive and preferential right to purchase or subscribe to additional, unissued or treasury shares, or rights to purchase shares, of any class or series of the Corporation, now or hereafter to be authorized if offered by the Corporation."

3. The above amendments to the Articles of Incorporation were unanimously approved and duly adopted by all of the directors and all of the stockholders of the Corporation entitled to vote in respect thereof in accordance with Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, GovDeals.com, Inc., has executed this Certificate of Amendment to Articles of Incorporation of GovDeals.com, Inc. on this 8th day of May, 2001.

GovDeals.com, Inc.


Michael K. Underwood
Its President

STATE OF ALABAMA)

MONTGOMERY COUNTY)

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Michael K. Underwood, who is known to me and who by me first duly sworn, deposes and says that he is President of GovDeals.com, Inc., and that in such capacity has personal knowledge of the foregoing facts and representations, that all of the foregoing facts and representations are true and correct and that as such officer and with full authority, he executed the above Articles of Amendment voluntarily for and as the act of said Corporation.

SWORN TO AND SUBSCRIBED before me this 8th day of May, 2001.



Kimberly A. Martin
Notary Public
My Commission Expires: August 24, 2002

THIS INSTRUMENT PREPARED BY:

Malcolm N. Carmichael, Esq.
Balch & Bingham LLP
Post Office Box 78
Montgomery, Alabama 36101
334/834-6500

Articles of Amendment.doc

10/12/2001