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U.S. DEPARTMENT OF COMMERCE

ET

Patent and Trademark Office
Docket No. 30865-24000
29

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

1. Name of conveying party(ies):
EW Career Solutions, Inc.

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: March 16, 2000

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

Name: EarthWeb Career Solutions, Inc.
Internal Address:
Street Address: Three Park Avenue
City, State, ZIP: New York, NY 10016

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

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
If this document is being filed together with a new application, the execution date of the application is:
A. Trademark Application No.(s) B. Registration No.(s)
2,158,101

Additional numbers attached? Yes No

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

Lynn M. Humphreys
Morrison & Foerster LLP
425 Market Street
San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: one (1)

7. Total fee (37 C.F.R. § 3.41): **\$65.00**

Enclosed
 Authorized to be charged to deposit account, referencing Attorney Docket *

8. Deposit account number: 03-1952

ASSIGNMENT DIVISION
2001 MAR - RECOVER
M1 2 2001

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

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.

Name: Lynn M. Humphreys 2/26/01
Signature Date

Total number of pages comprising cover sheet, attachments and document: two (2)

03/05/2001 GTON11 00000294 031952 2158101

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

sf-1051810

TRADEMARK
REEL: 002200 FRAME: 0203

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
EW CAREER SOLUTIONS, INC.**

EW Career Solutions, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") certifies:

FIRST: That by a unanimous written consent of the Board of Directors of the Corporation, dated as of the date hereof, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring the amendment to be advisable and calling a meeting of the stockholders of the corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended to restate Article I to read in full as follows:

"The name of the Corporation is EarthWeb Career Solutions, Inc. (the "Company" or the "Corporation")."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the sole stockholder of the Corporation took action by executing a written consent in lieu of a special meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That this amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of the Corporation shall not be reduced under or by reason of this amendment.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:30 PM 03/17/2000
001138847 - 2997142


MAR-17-2000 15:25
MAR. 17. 2000 11:31AM

NO. 4500 P. 3/4

IN WITNESS WHEREOF, EW CAREER SOLUTIONS, INC. has caused this certificate to be signed by Jack D. Hiday, its President, on March 16, 2000.

EW CAREER SOLUTIONS, INC.

BY:



Jack D. Hiday
President

ny-265044

TOTAL P. 03