

04-30-2003

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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

102435049

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

1. Name of conveying party(ies):

The Global Trading Web Association

- Individual(s) Association General Partnership Limited Partnership Corporation-State 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: 04/04/2003

2. Name and address of receiving party(ies)

Name: Open Network for Commerce Exchange

Internal Address:

Street Address: 169 University Avenue

City: Palo Alto State: CA Zip: 94301

- 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

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

A. Trademark Application No.(s) 78/155,521 78/155,529

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: David H. Jaffer

Internal Address: Pillsbury Winthrop LLP

Street Address: 2550 Hanover Street

City: Palo Alto State: CA Zip: 94304

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

03-3975

DO NOT USE THIS SPACE

9. Signature.

David H. Jaffer Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 7

04/29/2003 ECOOPER 00000136 78155521

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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SUPPORTING DOCUMENTATION FOR TRADEMARK
CHANGE OF NAME DOCUMENTS IS

NO LONGER REQUIRED

UNDER THE

TRADEMARK LAW TREATY ACT

EFFECTIVE

OCTOBER 30, 1999

TRADEMARK

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SUPPORTING DOCUMENTATION FOR TRADEMARK
CHANGE OF NAME DOCUMENTS IS

NO LONGER REQUIRED

UNDER THE

TRADEMARK LAW TREATY ACT

EFFECTIVE

OCTOBER 30, 1999

THE GLOBAL TRADING WEB ASSOCIATION

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "GCL"), the undersigned duly appointed officer of The Global Trading Web Association, a non-stock corporation organized and existing under the GCL (the "Corporation"), does hereby certify that:

FIRST: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on July 18, 2000, incorporating the Corporation under the name "The Global Trading Web Association."

SECOND: The Amended and Restated Certificate of Incorporation of the Corporation in the form attached hereto as **Exhibit A** has been duly adopted in accordance with the provisions of Sections 245 and 242 of the GCL and Article Tenth of the original Certificate of Incorporation by the members and the Council of the Corporation.

THIRD: The Amended and Restated Certificate of Incorporation so adopted reads in full as set forth in **Exhibit A** attached hereto and is hereby incorporated herein by reference.

FOURTH: The undersigned is the duly appointed and incumbent Chairman of the Corporation and is authorized by the Corporation to execute this Certificate on its behalf.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its Chairman this 26th day of March, 2003.

/s/ Raymond Castelli
Raymond Castelli, Chairman

Exhibit A

THE GLOBAL TRADING WEB ASSOCIATION

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

FIRST: The name of this Corporation (hereinafter called the "Corporation") is:

OPEN NETWORK FOR COMMERCE EXCHANGE

SECOND: The name and address of the registered office of the Corporation in the State of Delaware is:

LexisNexis Document Solutions Inc.
30 Old Rudnick Lane
Dover, Delaware 19901
County of Kent

THIRD: The general purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of the State of Delaware as the same exists or hereafter may be amended. Without limiting the general purpose, the primary purpose for which the Corporation is formed is to enhance and promote global electronic business trade by facilitating the development of interoperability standards, practices and technologies and public education concerning electronic marketplaces and exchanges.

FOURTH: The Corporation shall not have any capital stock, and the classes and conditions of membership and the rights, privileges and restrictions of each class of membership shall as be stated in or established pursuant to the Bylaws of the Corporation (the "Bylaws").

FIFTH: Each member of the Corporation which is of a class entitled to vote pursuant to the Bylaws shall be entitled to vote at any meeting of the members, annual or special, or by written consent or electronic message, as provided in the Bylaws.

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: The governing body of the Corporation shall be the Executive Council, elected as provided in the Bylaws.

EIGHTH: Meetings of members of the Corporation may be held within or without the State of Delaware as the Bylaws may provide. Subject to any provision of law, the books of

the Corporation may be kept outside of the State of Delaware at such place or places as may be specified from time to time by the Bylaws or by resolution of the Executive Council.

NINTH: Subject to any limitation herein, the Corporation reserves the right to adopt, repeal, rescind or amend in any respect any provisions contained in this Certificate of Incorporation and the Bylaws in the manner now or hereafter prescribed herein and by applicable law and the Bylaws; and all rights conferred on members herein are subject to this reservation.

TENTH: The liability of an officer or member of the Executive Council to the Corporation for breach of duty to the Corporation or its members shall be limited to the fullest extent permitted by the laws of the State of Delaware as now in effect or hereafter amended. In particular, no officer or member of the Executive Council shall be liable to the Corporation or any of its members for monetary damages for breach of fiduciary duty in that office, except for liability (i) for any breach of the duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware (the "GCL"), as the same exists or hereafter may be amended, or (iv) for any transaction from which the officer or member of the Executive Council derived an improper personal benefit.

(a) Any repeal or modification of this Article Tenth by the members of the Corporation shall not adversely affect any right or protection of an officer or member of the Executive Council existing at the time of the repeal or modification.

(b) If the GCL is amended to authorize corporate action further eliminating or limiting the liability of officers or members of the Executive Council, then a person holding such office of this Corporation, in addition to the circumstances in which he or she is not now liable, shall be free of liability to the fullest extent permitted by the GCL as so amended.

ELEVENTH: To the fullest extent permitted by the laws of the State of Delaware as now in effect or hereafter amended, an officer or member of the Executive Council of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages of breach of fiduciary duty as an officer or member of the Executive Council.

(a) **Right to Indemnification.** Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was an officer or member of the Executive Council or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as an officer or member of the Executive Council or a director, officer, employee or agent of another entity, or in any other capacity while serving as an officer or member of the Executive Council or a director, officer, employee or agent of another entity, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the GCL as now in effect or hereafter amended (but, in the case of any such amendment, only to the extent that the amendment permits the Corporation to provide broader

indemnification rights than permitted prior thereto), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by the indemnitee in connection therewith; and the indemnification shall continue as to an indemnitee who has ceased to be an officer or member of the Executive Council or a director, officer, employee or agent of another entity, and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that, except as provided in paragraph (c) of this Article ELEVENTH with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify the indemnitee in connection with a proceeding (or part thereof) initiated by that indemnitee only if the proceeding (or part thereof) was authorized by the Executive Council of the Corporation.

(b) Right to Advancement of Expenses. The right to indemnification conferred in paragraph (a) of this Article ELEVENTH shall include the right to be paid by the Corporation the expenses incurred in defending any proceeding for which the right to indemnification is applicable in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the GCL so requires, an advancement of expenses incurred by an indemnitee in his or her capacity as an officer or member of the Executive Council (and not in any other capacity in which service was or is rendered by the indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of the indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that the indemnitee is not entitled to be indemnified for the expenses under this Article ELEVENTH or otherwise.

(c) Right of Indemnitee to Bring Suit. The rights to indemnification and to the advancement of expenses conferred in paragraphs (a) and (b) of this Article ELEVENTH shall be contract rights. If a claim under paragraph (a) or (b) of this Article ELEVENTH is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending that suit, which specifically includes attorney fees and court costs associated therewith. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its board of directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law,

nor an actual determination by the Corporation (including its board of directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to the advancement of expenses, under this Article ELEVENTH or otherwise, shall be on the Corporation.

(d) Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Article ELEVENTH shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Certificate of Incorporation, bylaw, agreement, vote of members or disinterested Executive Council members or otherwise.

(e) Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Executive Council, grant rights to indemnification, and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article ELEVENTH with respect to the indemnification and advancement of expenses of officers and members of the Executive Council.

(f) Amendment. Neither any amendment nor repeal of this Article ELEVENTH, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article ELEVENTH, shall eliminate or reduce the effect of this Article ELEVENTH in respect of any matter occurring, or action or proceeding accruing or arising or that, but for this Article ELEVENTH, would accrue or arise, prior to the amendment, repeal or adoption of the inconsistent provision.

CERTIFICATE OF EXPRESS MAIL MAILING

I hereby certify that the attached Recordation Form Cover Sheet regarding the name change from The Global Trading Web Association to Open Network for Commerce Exchange, Application Nos. 78/155,521 and 78/155,529; Conveyance Document; a check in the amount of \$65.00 to cover the government filing fee; a self-addressed, stamped acknowledgement card; and a Certificate of Express Mail Mailing are being deposited with the United States Postal Service as "Express Mail Post Office to Addressee," mailing label no. EV231236165US, in an envelope addressed to BOX ASSIGNMENTS, Commissioner of Patents and Trademarks, Washington, D.C. 20231, on April 24, 2003.

Diana Dearing

Diana Dearing

4/24/03

Date of Signature

TRADEMARK

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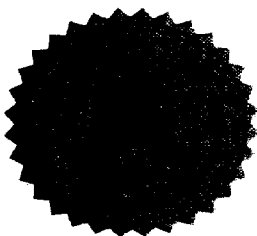
Delaware

PAGE 1

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 RESTATED CERTIFICATE OF "THE GLOBAL TRADING WEB ASSOCIATION", CHANGING ITS NAME FROM "THE GLOBAL TRADING WEB ASSOCIATION" TO "OPEN NETWORK FOR COMMERCE EXCHANGE", FILED IN THIS OFFICE ON THE FOURTH DAY OF APRIL, A.D. 2003, AT 12:30 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2349822

030224426

DATE: 04-04-03
TRADEMARK

RECORDED: 04/24/2003

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