

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
EFFECTIVE DATE:	08/29/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tucows.com Inc.		08/28/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Tucows Inc.
Street Address:	1209 Orange Street
Internal Address:	Corporation Trust Center
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2222410	TUCOWS
Registration Number:	2245519	TUCOWS
Registration Number:	2247196	TUCOWS

CORRESPONDENCE DATA

Fax Number: (202)739-3001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202.739.3000
 Email: trademarks@morganlewis.com
 Correspondent Name: Cathleen F. Baraloto, Senior Paralegal
 Address Line 1: 1111 Pennsylvania Avenue, N.W.
 Address Line 2: Attn: TMSU
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:	Cathleen F. Baraloto, Senior Paralegal
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Signature:

/Cathleen F. Baraloto/

Date:

01/24/2005

Total Attachments: 3

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AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TUCOWS INC.

1. (a) The name of the corporation is Tucows Inc. The original name of the corporation was Tucows Interactive Ltd., which name was subsequently changed to Tucows.com Inc.

(b) The original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on April 26, 1999.

2. Pursuant to 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates and further amends the provisions of the Certificate of Incorporation of the corporation as heretofore amended and supplemented.

3. The text of the Certificate of Incorporation as heretofore amended and supplemented is hereby amended and restated in its entirety to read as follows:

FIRST: The name of the corporation is:

TUCOWS INC.

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is One (1) share of Common Stock with a par value per share of One-Cent (\$.01).

FIFTH: The corporation is to have perpetual existence.

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. the Board of Directors of the corporation is expressly authorized to adopt, amend or repeal the Bylaws of the corporation;

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B. elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide;

C. the books of the corporation may be kept at such place within or without the State of Delaware as the Bylaws of the corporation may provide or as may be designated from time to time by the Board of Directors of the corporation; and

D. any action required or permitted to be taken at any meeting of the Board of Directors of the corporation or any committee thereof may be taken without a meeting only if all of the directors or committee, as the case may be, consent thereto in writing or by electronic transmission.

SEVENTH: No director shall be personally liable to the corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the corporation or such holders, (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 Delaware General Corporation Law, or (iv) for any transaction from which such director derives an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the law of the State of Delaware is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent then permitted. No repeal or modification of this Article SEVENTH shall adversely affect any right of or protection afforded to a director of the corporation existing immediately prior to such repeal or modification.


EIGHTH: The corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law either now in existence or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws of the corporation may provide for indemnification and advancement of expenses to the corporation's officers, directors, employees and agents on such terms and conditions as the Board of Directors of the corporation may from time to time deem appropriate or advisable.

NINTH: Except as provided herein, from time to time any of the provisions of this Amended and Restated Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this Amended and Restated Certificate of Incorporation are granted subject to the provisions of this Article NINTH.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed on the 28th day of August, 2001, by the undersigned officer thereunto duly authorized.

TUCOWS INC.

By: 
Name: Elliot Noss
Title: President and Chief Executive Officer

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** TOTAL PAGE.11 **

RECORDED: 01/24/2005

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