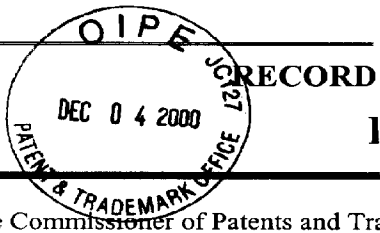


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FORM PTO-1595

1-31-92



12-21-2000



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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

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

1. Name of conveying party(ies): *MRO 12.4.00*  
 SmartTV, Inc.  
 Additional name(s) of conveying party(ies) attached?  
 Yes  No

2. Name and address of receiving party(ies):  
 Name: **Gamut Interactive, Inc.**  
 Street Address: **7373 North Scottsdale Road**  
**Suite C226**  
 City/State/Zip: **Scottsdale, AZ 85253**  
 Additional name(s) & address(es) attached?  
 Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other  
 Execution Date: July 27, 2000

4. Application number(s) or patent number(s): 5,907,350  
 If this document is being filed together with a new application, the execution date of the application is:  
 A. Patent Application No.(s): \_\_\_\_\_ B. Patent No.(s): 5,907,350  
 Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: **Shaalu Mehra**  
 Internal Address: **FH 1-2**  
**Wilson Sonsini Goodrich & Rosati**  
**650 Page Mill Road**  
**Palo Alto, CA 94304-1050**

6. Total number of applications and patents involved: [ 1 ]  
 7. Total fee (37 CFR 3.41) ..... \$40.00  
 Enclosed  
 Authorized to be charged to deposit account  
 8. Deposit account number: 23-2415  
 (Attorney Docket No.: 21471-703)

**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.*

*Shaalu Mehra*

Shaalu Mehra, Reg. No. 44,934 \_\_\_\_\_ 11/28/00 \_\_\_\_\_  
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: [ 5 ]

12/20/2000 NTHA11 00000643 232415 5907350  
 01 FC:581 40.00 CH

Office of the Secretary of State



I, EDWARD J. FREEL, 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 "SMARTTV, INC.", CHANGING ITS NAME FROM "SMARTTV, INC." TO "GAMUT INTERACTIVE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

2973351 8100

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AUTHENTICATION: 0589064  
DATE: 07-28-00

**AMENDMENT TO THE  
SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SMARTTV, INC.**

Jane Evans and Michael J. Danaher certify that:


1. They are the Chief Executive Officer and the Secretary, respectively, of SmartTV, Inc., a Delaware Corporation (the "Corporation").
2. The original Certificate of Incorporation of the Corporation was first filed with the Office of the Secretary of State of Delaware on December 2, 1998.
3. The Second Amended and Restated Certificate of Incorporation of the Corporation is amended as follows:
  - A. Article One shall be amended to read in its entirety as follows:

**"ONE.** The name of this Corporation is **"Gamut Interactive, Inc."**
  - B. Subsection 4(b) of Article Four shall be amended to read in its entirety as follows:

(b) **Election of Directors.** The authorized number of directors of the Corporation shall be set forth in the Bylaws of the Corporation and may be increased or decreased by an amendment to such Bylaws in accordance with their provisions. Notwithstanding the foregoing, for so long as at least 120,000 shares of Series A Preferred Stock remain outstanding (as adjusted for recapitalizations, stock combinations, stock dividends, stock splits and the like): (i) the authorized number of directors shall be not less than five (5) not more than nine (9); (ii) the holders of Series A Preferred Stock, voting separately as a class, shall be entitled to elect one director of the corporation at each annual election of directors (and to fill any vacancies with respect thereto); and (iii) the Common Stock and Preferred Stock, together as a single class, shall be entitled to elect the remaining directors at each annual election of directors (and to fill any vacancies with respect thereto).
4. The Amendment to the Second Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of this Corporation.

5. The Amendment to the Second Amended and Restated Certificate of Incorporation has been duly approved by the required vote of the stockholders entitled to vote in accordance with the Certificate of Incorporation of this Corporation and Section 242 of the Delaware General Corporation Law. The total number of shares of Common Stock entitled to vote with respect to the foregoing Amendment to the Second Amended and Restated Certificate of Incorporation was 6,929,827. The total number of shares of Preferred Stock entitled to vote with respect to the foregoing Amendment to the Second Amended and Restated Certificate of Incorporation was 2,462,624. The percentage vote required was more than 50% of the outstanding shares of Common Stock, voting as a single class and more than 50% of the outstanding shares of Preferred Stock, voting as a single class. The number of shares of Common Stock and Preferred Stock, respectively, voting in favor of the Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation equaled or exceeded the vote required.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Second Amended and Restated Certificate of Incorporation on July 27, 2000.

  
Jane Evans, Chief Executive Officer

  
Michael J. Danaher, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing Amendment to the Second Amended and Restated Certificate of Incorporation are true and correct of their own knowledge.

Executed at Palo Alto, California on July 27, 2000

  
Jane Evans, Chief Executive Officer

  
Michael J. Danaher, Secretary