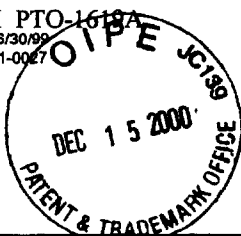


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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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Conveyance Type

☐ Assignment

☐ Security Agreement

☐ License

☐ Change of Name

☒ Merger

☐ Other

U.S. Government

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☐ Departmental File

☐ Secret File

Conveying Party(ies)

☐ Mark if additional names of conveying parties attached

Name (line 1) ONSALE, INC.

Execution Date
Month Day Year
11/19/1999

Name (line 2)

Second Party

Name (line 1)

Execution Date
Month Day Year

Name (line 2)

08624259

Receiving Party

☐ Mark if additional names of receiving parties attached

Name (line 1) EGGHEAD.COM, INC.

Name (line 2)

Address (line 1) 15 East North Street

Address (line 2)

Address (line 3) Dover

City

Delaware

State/Country

19901

Zip Code

☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached. (Designation must be a separate document from Assignment.)

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

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PATENT
REEL: 011376 FRAME: 0717

Correspondent Name and Address

Area Code and Telephone Number **410-465-6678**

Name **Morton J. Rosenberg**

Address (line 1) **Rosenberg, Klein & Lee**

Address (line 2) **3444 Ellicott Center Drive, Suite 105**

Address (line 3) **Ellicott City, MD 21043**

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

8

Application Number(s) or Patent Number(s)

☐ Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

08/624,259

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number

only if a U.S. Application Number has not been assigned.

PCT

PCT

PCT

PCT

PCT

PCT

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ **40.00**

Method of Payment:
Deposit Account

Enclosed ☒ Deposit Account ☐

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

18-2011

Authorization to charge additional fees:

Yes

☒

No

☐

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. Charges to deposit account are authorized, as indicated herein.

Morton J. Rosenberg

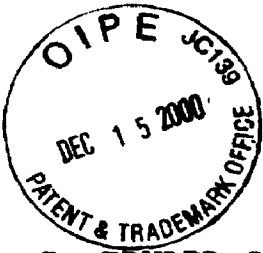
Name of Person Signing

Signature

Date

PATENT

REEL: 011376 FRAME: 0718



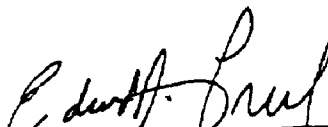
Office of the Secretary of State

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 RESTATED CERTIFICATE OF "ONSALE, INC.", CHANGING ITS
NAME FROM "ONSALE, INC." TO "EGGHEAD.COM, INC.", FILED IN THIS
OFFICE ON THE NINETEENTH DAY OF NOVEMBER, A.D. 1999, AT 3
O'CLOCK P.M.



2693984 8100

001296952



Edward J. Freel, Secretary of State

AUTHENTICATION: 0492195

DATE: 06-12-00

PATENT
REEL: 011376 FRAME: 0719



**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ONSALE, INC.**

(Originally incorporated on December 12, 1996)

ONSALE, Inc., a Delaware corporation, hereby certifies that the Amended and Restated Certificate of Incorporation of the corporation attached hereto as Exhibit A, which is incorporated herein by this reference, and which restates, integrates and further amends the provisions of the Certificate of Incorporation of this corporation as heretofore amended or supplemented, has been duly adopted by the corporation's Board of Directors and stockholders in accordance with Sections 242 and 245 of the Delaware General Corporation Law, with the approval of the Corporation's stockholders.

IN WITNESS WHEREOF, said corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer this 19th day of November 1999 and the foregoing facts stated herein are true and correct.

ONSALE, Inc.

By: _____

S. Jerrold Kaplan

Chief Executive Officer and President

Exhibit A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
EGGHEAD.COM, INC.**

ARTICLE I

The name of the corporation is Egghead.com, Inc.

ARTICLE II

The registered office of the corporation in the State of Delaware is located at 15 East North Street, City of Dover, 19901, County of Kent. The name of its registered agent at that address is Incorporating Services, Ltd.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware (the "*General Corporation Law*").

ARTICLE IV

The total number of shares of all classes of stock which the corporation has authority to issue is One Hundred Million (100,000,000) shares, consisting of two classes: Ninety-Eight Million (98,000,000) shares of Common Stock, \$0.001 par value per share, and Two Million (2,000,000) shares of Preferred Stock, \$0.001 par value per share.

The Board of Directors is authorized, subject to any limitations prescribed by the law of the State of Delaware, to provide for the issuance of the shares of Preferred Stock in one or more series, and, by filing a certificate of designation pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof, and to increase or decrease the number of shares of any such series (but not below the number of shares of such series then outstanding). The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote, unless a vote of any other holders is required pursuant to a certificate or certificates establishing a series of Preferred Stock.

Except as expressly provided in any certificate of designation designating any series of Preferred Stock pursuant to the foregoing provisions of this Article IV, any new series of Preferred Stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of Common Stock or the holders of Preferred Stock, or any series thereof, and any such new series may have powers, preferences and rights, including, without limitation, voting rights, dividend rights, liquidation rights, redemption rights and conversion rights, senior to, junior to or pari passu with the rights of the Common Stock, the Preferred Stock, or any future class or series of Preferred Stock or Common Stock.

ARTICLE V

The Board of Directors of the corporation shall have the power to adopt, amend or repeal the Bylaws of the corporation.

ARTICLE VI

For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

(A) The conduct of the affairs of the corporation shall be managed under the direction of the Board of Directors. The number of directors shall be fixed from time to time exclusively by resolution of the Board of Directors.

(B) Notwithstanding the foregoing provision of this Article VI, each director shall hold office until such director's successor is elected and qualified, or until such director's earlier death, resignation or removal. No decrease in the authorized number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(C) Subject to the rights of the holders of any series of Preferred Stock, any vacancy occurring in the Board of Directors for any cause, and any newly created directorship resulting from any increase in the authorized number of directors, shall, unless (i) the Board of Directors determines by resolution that any such vacancies or newly created directorships shall be filled by the stockholders, or (ii) as otherwise provided by law, be filled only by the affirmative vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred.

(D) Subject to the rights of the holders of any series of Preferred Stock, any director or the entire Board of Directors may be removed, with or without cause, by the holders of at least a majority of the shares then entitled to vote at an election of directors.

(E) Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the directors shall be divided, with respect to the time for which they severally hold office, into three classes designated as Class I, Class II and Class III, respectively. Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by the Board of Directors, with the number of directors in each class to be divided as equally as reasonably possible. The term of office of the Class I directors shall expire at the corporation's 2000 annual meeting of stockholders, the term of office of the Class II directors shall expire at the corporation's 2001 annual meeting of stockholders and the term of office of the Class III directors shall expire at the corporation's 2002 annual meeting of stockholders. At each annual meeting of stockholders commencing with the 2000 annual meeting of stockholders, directors elected to succeed those directors of the class whose terms then expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election.

(F) Election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

(G) No action shall be taken by the stockholders of the corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws of the corporation, and no action shall be taken by the stockholders by written consent.

(H) Advance notice of stockholder nominations for the election of directors of the corporation and of business to be brought by stockholders before any meeting of stockholders of the corporation shall be given in the manner provided in the Bylaws of the corporation. Business transacted at special meetings of stockholders shall be confined to the purpose or purposes stated in the notice of meeting.

The affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the corporation's outstanding voting stock then entitled to vote at an election of directors, voting together as a single class, shall be required to alter, change, amend, repeal or adopt any provision inconsistent with this Article VI.

ARTICLE VII

To the fullest extent permitted by law, no director of the corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Neither any amendment, repeal or modification of this Article VII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Articles VII, shall eliminate, reduce or otherwise adversely affect any right or protection of a director of the

corporation under this Article VII that existed at or prior to the time of such amendment, repeal or modification.

-S-

Onsale/Egghead Certificate of Incorporation
19274/00600/490369

RECORDED: 12/15/2000

PATENT
REEL: 011376 FRAME: 0724