

PHLY-25,381 PHL Y-24,743
PHLY-24,583 PHL Y-24,748
PHLY-25,329 PHL Y-25,394
PHLY-24,732 PHL Y-24,397

PATENTS

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

In re application of: DigitalConvergence.:com, Inc.
Serial No.: 09/611,161
Filed: July 6, 2000
Title: REMOTE CONTROL HAVING AN OPTICAL INDICIA READER
Attorney Docket No.: PHL Y-25,381

In re application of: DigitalConvergence.:com, Inc.
Serial No.: 09/496,222
Filed: February 1, 2000
Title: METHOD FOR INTERFACING SCANNED PRODUCT INFORMATION WITH A
SOURCE FOR THE PRODUCT OVER A GLOBAL NETWORK
Attorney Docket No.: PHL Y-24,583

In re application of: DigitalConvergence.:com, Inc.
Serial No.: 09/594,651
Filed: June 15, 2000
Title: METHOD FOR CONDUCTING A CONTEST USING A NETWORK
Attorney Docket No.: PHL Y-25,329

In re application of: DigitalConvergence.:com, Inc.
Serial No.: 09/382,426
Filed: August 24, 1999
Title: METHOD AND APPARATUS FOR COMPLETING, SECURING AND
CONDUCTING AN E-COMMERCE TRANSACTION
Attorney Docket No.: PHL Y-24,732

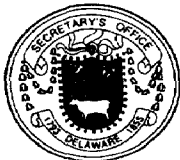
In re application of: DigitalConvergence.:com, Inc.
Serial No.: 09/382,377
Filed: August 24, 1999
Title: METHOD AND APPARATUS FOR LINKING A WEB BROWSER TO A
PROMOTIONAL OFFER
Attorney Docket No.: PHL Y-24,743

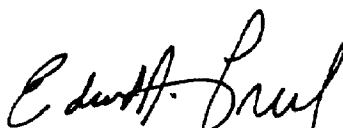
In re application of: DigitalConvergence.:com, Inc.
Serial No.: 09/379,700
Filed: August 24, 1999
Title: METHOD FOR CONNECTING TWO LOCATIONS OVER A NETWORK IN
RESPONSE TO USING A TOOL
Attorney Docket No.: PHL Y-24,748

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 "DIGITALCONVERGENCE.:COM INC.", CHANGING ITS NAME FROM "DIGITALCONVERGENCE.:COM INC." TO "DIGITAL:CONVERGENCE CORPORATION", FILED IN THIS OFFICE ON THE SEVENTH DAY OF SEPTEMBER, A.D. 2000, AT 4 O'CLOCK P.M.

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




Edward J. Freel, Secretary of State

2945000 8100

AUTHENTICATION: 0662893

001452579

DATE: 09-07-00

PATENT
REEL: 011631 FRAME: 0441

CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
DIGITALCONVERGENCE.:COM INC.

(Incorporated on September 25, 1998)

(Pursuant to Section 242 of the General Corporation Law of the State of Delaware)

DigitalConvergence.:Com Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies:

FIRST, that the Board of Directors of the Corporation duly adopted the following resolutions proposing and declaring advisable amendments to the Amended and Restated Certificate of Incorporation of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

RESOLVED, that the Board deems and declares advisable and in the best interest of the Corporation to adopt an amendment (the "Name Change Amendment") to the Amended and Restated Certificate of Incorporation of the Corporation to amend Article First to read in its entirety as follows; and that the Name Change Amendment be submitted to the stockholders of the Corporation entitled by law or otherwise to vote thereon for their consideration and approval:

First: The name of the Corporation is Digital:Convergence Corporation.

RESOLVED, that the Board deems and declares advisable and in the best interest of the Corporation to adopt an amendment (the "Authorized Shares Amendment") to the Amended and Restated Certificate of Incorporation of the Corporation to amend Section I of Article Four to read in its entirety as follows; and that the Authorized Shares Amendment be submitted to the stockholders of the Corporation entitled by law or otherwise to vote thereon for their consideration and approval:

I. Shares Authorized. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 164,000,000 shares, of which 137,000,000 shares shall be common stock, par value \$.01 per share (the "Common Stock"), and 27,000,000 shares shall be preferred stock, par value \$.01 per share (the "Preferred Stock").

SECOND, that in lieu of a meeting and vote of the stockholders of the Corporation, the stockholders representing a majority of the Corporation's common stock, Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series C Convertible Preferred Stock, voting together as a single class, have given written consent to the Name Change Amendment in accordance with the provisions of Section 228(a) of the General Corporation Law of the State of Delaware.

THIRD, that the Name Change Amendment to the Certificate of Incorporation of the Corporation was duly adopted by the stockholders of a majority of the Corporation's common stock, Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series C Convertible Preferred Stock, voting together as a single class, in accordance with the provisions of Section 242 and the General Corporation Law of the State of Delaware.


FOURTH, that in lieu of a meeting and vote of the stockholders of the Corporation, the stockholders representing (i) a majority of the Corporation's Common Stock and (ii) a majority of the Corporation's Common Stock, Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series C Convertible Preferred Stock, voting together as a single class, have given written consent to the Authorized Shares Amendment in accordance with the provisions of Section 228(a) of the General Corporation Law of the State of Delaware.

FIFTH, that the Authorized Shares Amendment to the Certificate of Incorporation of the Corporation was duly adopted by the stockholders representing (i) a majority of the Corporation's Common Stock and (ii) a majority of the Corporation's Common Stock, Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series C Convertible Preferred Stock, voting together as a single class, in accordance with the provisions of Section 242 and the General Corporation Law of the State of Delaware.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 7th day of September, 2000.

DIGITALCONVERGENCE.:COM INC.

By: 
Name: William S. Ledwith
Title: CFO