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Form PTO-1595

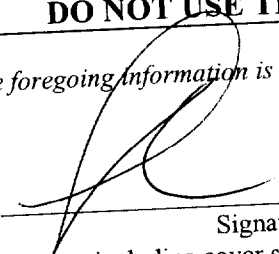
## RECORDATION FORM COVER SHEET

(Rev. 5/39)

## PATENTS ONLY

OMB No. 0651-0011 (exp. 4/94)

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<b>1. Name of conveying party(ies):</b> <u>Keyfile Corporation</u> Additional name(s) of conveying party(ies) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>  Nature of conveyance:  ( ) Assignment ( ) Merger ( ) Security Agreement (X) Change of Name ( ) Other: Execution Date: <u>April 7, 2000</u>		<b>2. Name and address of receiving party(ies)</b> Name: <u>Internet Commerce Express, Inc.</u> Internal Address:  Street Address: <u>22 Cotton Road</u> <u>Nashua, NH 03063</u>  Additional name(s) & address(es) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	
<b>4. Application number(s) or patent number(s):</b> If this document is being filed together with a new application, the execution date of the applications is: A. Patent Application No.(s) B. Patent No.(s) <u>5,490,243</u> <u>5,619,635</u>  Additional numbers attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>			
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b>  6. Name: <u>Patent Group</u> Internal Address: <u>Hutchins, Wheeler &amp; Dittmar</u> Street Address: <u>101 Federal Street</u> City: <u>Boston</u> State: <u>MA</u> ZIP: <u>02110</u>		<b>6. Total number of applications and patents involved:</b> <u>2</u>  <b>7. Total fee (37 CFR 3.41).....\$</b> <u>\$40.00</u> Enclosed <input checked="" type="checkbox"/> <b>XX</b> Authorized to be charged to deposit account  <b>8. Deposit account number:</b> <u>501136</u> (Attached duplicate copy of this page if paying by deposit account)	
<b>DO NOT USE THIS SPACE</b>			
<b>9. Statement and signature.</b> <i>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.</i>  <u>Anne E. Saturnelli; 41,290</u> Name of Person Signing   Signature  <u>April 18, 2001</u> Date  Total number of pages including cover sheet, attachments, and document: <u>6</u>  Mail documents to be recorded with required covered sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231			

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State of Delaware  
Office of the Secretary of State

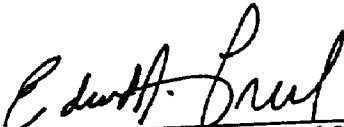
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KEYFILE CORPORATION", CHANGING ITS NAME FROM "KEYFILE CORPORATION" TO "INTERNET COMMERCE EXPRESS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF APRIL, A.D. 2000, AT 2 O'CLOCK P.M.

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



  
Edward J. Freel, Secretary of State

AUTHENTICATION:

2190526 8100

DATE:

0373068

001178644

04-11-00

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**CERTIFICATE OF AMENDMENT  
TO THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
KEYFILE CORPORATION**

**Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware**

Keyfile Corporation, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies:

**FIRST:** That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted the following resolutions proposing and declaring advisable the following amendments to the Restated Certificate of Incorporation of the Corporation:

**RESOLVED:** That Article FIRST of the Corporation's Restated Certificate of Incorporation is hereby amended by deleting Article FIRST in its entirety and replacing such article with the following:

"FIRST: The name of the Corporation is Internet Commerce Express, Inc."

**RESOLVED:** That Article FOURTH of the Corporation's Restated Certificate of Incorporation is hereby amended by deleting the first paragraph of Article FOURTH and replaced by the following:

"FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue shall be 34,738,781 shares, consisting of: (i) 704,304 shares of Series A Convertible Preferred Stock of the par value of \$.01 each ("Series A Preferred Stock"); (ii) 400,000 shares of Series B Convertible Preferred Stock of the par value of \$.01 each ("Series B Preferred Stock"); (iii) 1,090,933 shares of Series C Convertible Preferred Stock of the par value of \$.01 each ("Series C Preferred Stock"); (iv) 2,881,683 shares of Series D Convertible Preferred Stock of the par value of \$.01 each ("Series D Preferred Stock"); (v) 1,376,146 shares of Series E Convertible Preferred Stock of the par value of \$.01 each ("Series E Preferred Stock"); (vi) 1,785,715 shares of Series F Convertible Preferred Stock of the par value of \$.01 each ("Series F Preferred Stock"); (vii) 1,500,000 shares of additional preferred stock of the par value of \$.01 each (the "Blank Check Preferred Stock"); and (viii) 25,000,000 shares of Common Stock ("Common Stock") of the par value of \$.002 each"

EXHIBIT ABLANK CHECK PREFERRED STOCK

SUBPART III. The following is a statement of the powers, designations, preferences and relative, participating, optional and other special rights to the Blank Check Preferred Stock and the qualifications, limitations and restrictions of Blank Check Preferred Stock.

1. Issuance. Shares of Blank Check Preferred Stock may be issued from time to time in one or more series as may from time to time be determined by the Board of Directors, each of said series to be distinctly designated. All shares of any one series of the Blank Check Preferred Stock shall be alike in every particular, except that there may be different dates from which dividends, if any, thereon shall be cumulative, if made cumulative. The voting powers, if any, and the designations, relative preferences, participating, optional or other special rights or privileges of each such series, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. The consent, by class or series vote or otherwise, of the holders of such series of the Blank Check Preferred Stock as are from time to time outstanding shall not be required for the issuance by the Board of Directors of any other series of the Blank Check Preferred Stock whether or not the powers, preferences and rights of such other series shall be fixed by the Board of Directors as senior to, or on a parity with, the powers, preferences and rights of such outstanding series, or any of them; provided, however, that the Board of Directors may provide in the resolution or resolutions as to any series of the Blank Check Preferred Stock adopted pursuant to Paragraph 2 hereof, the conditions, if any, under which the consent of the holders of a majority (or such greater proportion as shall be fixed therein) of the outstanding shares of such series shall be required for the issuance of any or all other series of the Blank Check Preferred Stock.

2. Authority of the Board of Directors. The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article FOURTH, to provide for the issuance of the shares of the Blank Check Preferred Stock in series, and by filing a certificate 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, and to fix in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors of the Corporation the voting powers, if any, and the designations, relative preferences, participating, optional or other special rights or privileges, and the qualifications, limitations or restrictions of such series, including, but without limiting the generality of the foregoing, the following:

(a) The distinctive designation of, and the number of shares of the Blank Check Preferred Stock which shall constitute such series. The designation of a series of preferred stock need not include the words "preferred" or "preference" and may be designated "special" or other distinctive term. Unless otherwise provided in the resolution issuing such series, the number of shares of any series of the Blank Check Preferred Stock may be increased or decreased (but not below

To: Frank Huang

From: Mastacouris, Barbara

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**RESOLVED:** That Article FOURTH of the Corporation's Restated Certificate of Incorporation is hereby amended by adding the provisions attached hereto as EXHIBIT A to the end of such Article Fourth.

**SECOND:** That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendments in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed on its behalf by Christopher D. Robert, its President as of this 7<sup>th</sup> day of April, 2000

KEYFILE CORPORATION

By:   
Christopher D. Robert, President

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From- (603) 598-8249

To HUTCHINS, WHEELER&amp;DIT Page 02

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the number of shares thereof then outstanding) by the Board of Directors in the manner prescribed by law;

- (b) The rate and times at which, and the terms and conditions upon which, dividends, if any, on the Blank Check Preferred Stock of such series shall be paid, the extent of the preference or relation, if any, of such dividends to the dividends payable on any other class or classes, or series of the same or other classes of stock and whether such dividends shall be cumulative or non-cumulative and, if cumulative, the date from which such dividends shall be cumulative;
- (c) Whether the series shall be convertible into, or exchangeable for, at the option of the holders of the Blank Check Preferred Stock of such series or the Corporation or upon the happening of a specified event, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation, and the terms and conditions of such conversion or exchange, including provisions for the adjustment of any such conversion rate in such events as the Board of Directors shall determine;
- (d) Whether or not the Blank Check Preferred Stock of such series shall be subject to redemption at the option of the Corporation or the holders of such series or upon the happening of a specified event, and the redemption price or prices and the time or times at which, and the terms and conditions upon which, the Blank Check Preferred Stock of such series may be redeemed;
- (e) The rights, if any, of the holders of the Blank Check Preferred Stock of such series upon the voluntary or involuntary liquidation, merger, consolidation, distribution or sale of assets, dissolution or winding-up, of the Corporation;
- (f) The terms of the sinking fund or redemption or purchase account, if any, to be provided for the Blank Check Preferred Stock of such series; and
- (g) Whether such series of the Blank Check Preferred Stock shall have full, limited or no voting powers including, without limiting the generality of the foregoing, whether such series shall have the right, voting as a series by itself or together with other series of the Blank Check Preferred Stock or all series of the Blank Check Preferred Stock as a class, to elect one or more directors of the Corporation if there shall have been a default in the payment of dividends on any one or more series of the Blank Check Preferred Stock or under such other circumstances and on such conditions as the Board of Directors may determine.