

FORM PTO-1619A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
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PATENT

07-10-2001



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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
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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

Execution Date
Month Day Year

Name (line 1)

07/07/2000

Name (line 2)

Second Party

Execution Date
Month Day Year

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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.)

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Name

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Mail documents to be recorded with required cover sheet(s) information to:
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Pages Enter the total number of pages of the attached conveyance document including any attachments. #

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)		
<input type="text" value="09/471,879"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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	<input type="text"/>	PCT	<input type="text"/>	PCT	<input type="text"/>
PCT	<input type="text"/>	PCT	<input type="text"/>	PCT	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

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

Method of Payment: Enclosed Deposit Account


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

Deposit Account Number: #

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.

Michael A. Davis, Jr.  6-27-2001

Name of Person Signing Signature Date



The State of Texas

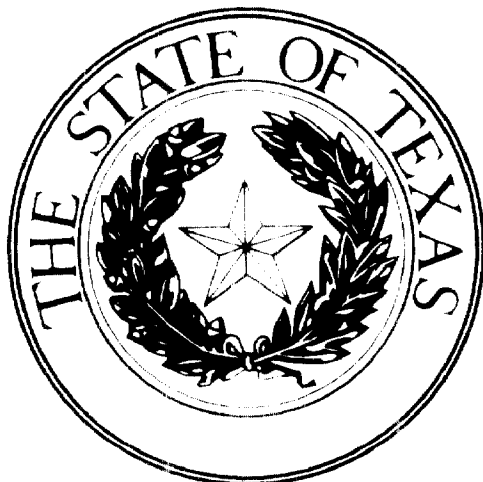
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the following described document on file in this office:

RATEGENIUS, INC.
FORMERLY: AUTOSAVE, INC.
FILE NO. 1397059-00

ARTICLES OF AMENDMENT

JULY 11, 2000



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 6, 2000.

Elton Bomer
Secretary of State

DEE

PATENT

REEL: 011948 FRAME: 0100

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
AUTOSAVE, INC.**

FILED
In the Office of the
Secretary of State of Texas

JUL 11 2000

Corporations Section

Pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act (the "TBCA"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation of Autosave, Inc. (the "Restated Articles"), which restates the entire Articles of Incorporation, amended and supplemented by all certificates of amendments as previously filed with the Secretary of State of the State of Texas. These Restated Articles accurately copies the Articles of Incorporation and all amendments thereto that are in effect to the date hereof and as the same are further amended by these Restated Articles and these Restated Articles contains no other change in any provisions thereof except as permitted by law. Each amendment contained in these Restated Articles has been effected in conformity with the provisions of the TBCA.

1. The name of the corporation is: Autosave, Inc.; its charter number is 1397059-00. Article I will change the name of the corporation to RateGenius, Inc.
2. The following Restated Articles were adopted on July 7, 2000.

Articles I through XIII have been amended by these Restated Articles.
3. The amendment made by these Restated Articles have been effected in conformity with the provisions of Article 9.10 of the TBCA and such Restated Articles and each such amendment made by these Restated Articles were duly adopted by the shareholders of the corporation at a special meeting of the Shareholders held on July 7, 2000, and any notice required by such articles has been given.
4. There are 10,000,000 shares of outstanding common stock, par value of \$0.001, 10,800,000 of which are entitled to vote on the restated articles of incorporation as so amended, and 7,900,000 of which voted in favor of adopting the restated articles of incorporation as so amended and zero of which voted against adopting the restated articles of incorporation as so amended.

There follows, in accordance with the foregoing, a full and complete First Amended and Restated Articles of the Articles of Incorporation of the corporation which shall be effective upon issuance by the Texas Secretary of State of the Certificate of Restated Articles of Incorporation:

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
AUTOSAVE, INC.**

ARTICLE I

The name of the corporation is RateGenius, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which a corporation may be incorporated under the TBCA.

ARTICLE IV

The aggregate number of shares which the corporation will have authority to issue is twenty million (20,000,000) shares of common stock, par value \$0.001 per share (the "Common Stock").

Upon the filing of these Restated Articles, each one (1) outstanding share of common stock shall be converted into 0.25 shares of common stock. The number of shares set forth in these Restated Articles have been adjusted to reflect the effect of such reverse stock split, and accordingly no further adjustment shall be made to such numbers as a result of such reverse stock split.

ARTICLE V

The Corporation shall not commence business until it has received for the issuance of its shares, consideration of the value of at least one thousand dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE VI

The street address of the registered office of the corporation is 1021 Main Street, Suite 1150, Houston, Texas 77002 and the name of the registered agent at such address is CT Corporation System.

ARTICLE VII

The Board of Directors shall consist of one or more members as the Board of Directors may determine under the Bylaws of the Corporation, and the names and addresses of the persons who are to serve as Directors until the annual meeting of the shareholders or until their successors are elected and qualified are:

Catherine A. Ghiglieri	2300 Cypress Point West Austin, TX 78746
Cole W. Lowenfield	110 Claire Avenue Austin, TX 78703
Austin W. Moore	3036 Kersdale Road Pepper Pike, OH 44124
Gregory A. Peters	1360 Meriden Austin, TX 78703
John Pike Powers IV	2904 Tarry Trail Austin, TX 78703

ARTICLE VIII

The preemptive right of each shareholder of the corporation to acquire additional, unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of the corporation is hereby denied.

ARTICLE IX

Cumulative voting by the shareholders of the corporation at any election for directors of the corporation is hereby prohibited. Every shareholder entitled to vote at each such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote.

ARTICLE X

With respect to any matter for which the affirmative vote of a special portion of the shares entitled to vote is required by the TBCA, the act of the shareholders, on that matter shall be the affirmative vote of a majority of the shares entitled to vote on the matter, rather than the affirmative vote otherwise required by the TBCA. Any action required by the TBCA to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders or shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE XI

To the fullest extent permitted by the Miscellaneous Corporation Laws Act of the State of Texas, as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director.

ARTICLE XII

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding (whether or not by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, non-profit entity, employee benefit plan, or other enterprise, against all judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorneys' fees and court costs) actually and reasonably incurred by him in connection with such action, suit or proceeding to the fullest extent permitted by any applicable law, and such indemnity shall inure to the benefit of the heirs, executors and administrators of any such person so indemnified pursuant to this Article X. The right to indemnification under this Article X shall be a contract right and shall include, with respect to directors and officers, the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its disposition; provided however, that, if the TBCA requires, the payment of such expenses incurred by a director or officer in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of (i) a written affirmation by such director or officer of his good faith belief that he has met the standard of conduct necessary for indemnification under this Article X or otherwise and (ii) a written undertaking by or on behalf of such director or officer to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article X or otherwise. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article X shall not be deemed exclusive of any right to which those seeking indemnification or advancement

of expenses may be entitled under any law, by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

ARTICLE XIII

Except to the extent such power may be modified or divested by action of shareholders representing a majority of the issued and outstanding shares of the capital stock of the corporation, the power to alter, amend or repeal the By-Laws of the corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the Chief Executive Officer of the Company has executed these First Amended and Restated Articles of Incorporation on the 7th day of July, 2000.

Catherine A. Ghiglieri
Catherine A. Ghiglieri