

FORM PTO-1595 (Substitute)
(Rev. 8-96)



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents

101845871

original documents or copy thereof.

1. Name of conveying party(ies):

Ilissos Inc.

9-13-01

Additional name(s) of conveying party(ies) attached?

Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date(s): November 30, 2000

Name: Eyeblaster Inc.

Internal Address: _____

Street Address: 826 Broadway

Suite 900

City/State/Zip: New York, N.Y. 10003

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date(s) of the application is(are): _____

A. Patent Application No.(s) U.S. Serial No. 09/704,435, filed November 2, 2000

B. Patent No.(s) _____

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John P. White

Internal Address: _____

Street Address: Cooper & Dunham LLP

1185 Avenue of the America

City/State/Zip: New York, New York 10036

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:

03-3125

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.

John P. White
Name of Person Signing
Reg. No. 28,678

Signature

September 6, 2001
Date

Total Number of pages including cover sheet, attachments and document: 4

I hereby certify that this correspondence is being deposited this date with the U.S. Postal Service with sufficient postage as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231.

John P. White
Reg. No. 28,678
Date 9/6/01

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

Mail documents to be recorded with required cover sheet information to:

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

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LUZZATTO & LUZZATTO
EYES MASTER → L

NO. 263 P. 2

NO. 078 022

STATE OF DE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 1/04/2001
010008038 - 007054

**CERTIFICATE OF AMENDMENT
TO THE SECOND AMENDED AND REPEATED
CERTIFICATE OF INCORPORATION
OF
ILISSOS, INC.**

Ilissos, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, as amended (the "DGCL"), does hereby certify that:

FIRST: The Board of Directors of the Corporation, by unanimous written consent in lieu of a meeting in accordance with the DGCL and the Bylaws of the Corporation duly adopted resolutions proposing and declaring advisable the amendment to the Second Amended and Repeated Certificate of Incorporation of the Corporation, as set forth below.

SECOND: The Second Amended and Repeated Certificate of Incorporation of the Corporation hereby is amended by deleting Section 1 thereof in its entirety and replacing it with the following new Section 1:

1. NAME

The name of this corporation is eyesmaster, inc. (the "Corporation").

THIRD: The amendment to the Second Amended and Repeated Certificate of Incorporation of the Corporation, as set forth above, was duly approved and adopted by at least a majority of the total votes eligible to be cast by the holders of the outstanding stock of the Corporation entitled to vote thereon acting by written consent given in accordance with Section 228 of the DGCL.

FOURTH: The amendment to the Second Amended and Repeated Certificate of Incorporation of the Corporation, as set forth above, was duly adopted and approved in accordance with the requirements of Section 242 of the DGCL.

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NO. 263 P. 3
NO. 078 003

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ILISSOS → CSR

NO. 542 003

IN WITNESS WHEREOF, Ilissos, Inc. has caused this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer this 12 day of November, 2000.

Ilissos, Inc.

By: [Signature]
Amir Harboof, Chief Executive Officer
and Secretary