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Attorney Docket No.: 3660P019C

To the Director of the United States Patent and Trademark Office. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Freemarkets Online, Inc.
 (a Delaware Corporation)
 Additional name(s) of conveying party(ies) attached?
 No Yes

2. Name and address of receiving party(ies):
 Name: **Freemarkets, Inc.**
 (a Delaware Corporation)
 Internal Address: _____

3. Nature of Conveyance
 Assignment Merger
 Security Agreement Change of Name
 Other:
 Execution Date(s): **09.01.1999**

Street Address: **One Oliver Plaza**
210 Sixth Avenue
 City: **Pittsburgh** State/Province: **Pennsylvania** Zip: **15222**
 Country: **U.S.A.**
 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 of the application is: _____
 A. Patent Application No.(s): **09/832,381**

B. Patent No.(s)
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Lester J. Vincent, Reg. No. 31,460
 Name: **Blakely, Sokoloff, Taylor & Zafman LLP**
 Internal Address: _____
 Street Address: **12400 Wilshire Boulevard, 7th Floor**
Los Angeles, California 90025

6. Total number of applications and patents involved:
 7. Total Fee (37 CFR 3.41).....\$ **40.00**
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 8. Deposit Account Number:
02-2666
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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.

Lester J. Vincent, Reg. No. 31,460
 Name of Person Signing

Signature

January 6, 2006
 Date

Total number of pages including cover sheet, attachments, and documents:

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Based on Form PTO-1595 as modified by BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN LLP on 05/09/03

PATENT
 REEL: 017438 FRAME: 0352

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 "FREEMARKETS ONLINE, INC.", CHANGING ITS NAME FROM "FREEMARKETS ONLINE, INC." TO "FREEMARKETS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 1999, AT 4:30 O'CLOCK P.M.

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



2488596 8100

991364021

Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

9949383

AUTHENTICATION:

09-01-99

DATE:

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED
OF
FREEMARKETS ONLINE, INC.**

Pursuant to Section 242 of the Delaware
General Corporation Law

FreeMarkets OnLine, Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

FIRST: The Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of Delaware on March 13, 1995, and a certified copy was recorded in the Office of the Recorder of New Castle County, Delaware. The Certificate of Incorporation was amended on March 22, 1995, was amended and restated on March 29, 1996, was amended on February 26, 1998, and was further amended on June 30, 1999 (as so amended, the "Certificate of Incorporation").

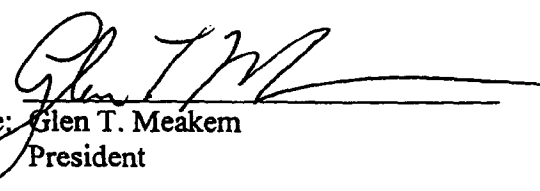
SECOND: The Certificate of Incorporation is hereby further amended by deleting Paragraph I thereof in its entirety and inserting in its place the following new Paragraph I:

"I. NAME: The name of the Corporation is FreeMarkets, Inc."

THIRD: This amendment to the Certificate of Incorporation was duly adopted by the unanimous written consent of the Board of Directors and by the written consent of a majority of the outstanding shares of all classes of stock of the Corporation voting together as one class in accordance with Sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to its Amended and Restated Certificate of Incorporation, As Amended, to be executed by its President this 26th day of August, 1999.

FREEMARKETS ONLINE, INC.

By: 
Name: Glen T. Meakem
Title: President