

RECORDATION FORM COVER SHEET
PATENTS ONLY

Atty Ref/Docket No.: 2043.169US1

Patent and Trademark Office

To the Director of the U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Name: X.COM Corporation

Street Address: 1840 Embarcadero Road East

City: Palo Alto State: CA Zip: 94303

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

[] Yes [X] No

2. Name and address of receiving party(ies):

Name: PayPal, Inc.

Street Address: 2211 North First Street

City: San Jose State: CA Zip: 95131

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

3. Nature of conveyance:

- [] Assignment [] Merger
- [] Security Agreement [X] Change of Name
- [] Other

Execution Date: October 24, 2002

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)

B. Patent No.(s)

7,089,208

* Additional numbers attached? [X] Yes [] No, Please see attached Application Schedule.

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

Name: Mark R. Vatuone

Address:

Schwegman, Lundberg & Woessner, P.A.
P.O. Box 2938
Minneapolis, MN 55402-0938

6. Total number of applications and patents involved: 6

7. Total fee (37 CFR 3.41): \$ 240.00

[] Enclosed

[X] Authorized to be charged to deposit account 19-0743

8. Please charge any additional fees or credit any over payments to our Deposit Account No.: 19-0743

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.

Mark R. Vatuone/Reg. No. 53,719

May 30, 2008

Name of Person Signing

Signature

Date

Total number of pages including cover sheet: 5

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

Commissioner of Patents and Trademarks
Mail Stop Assignment Recordation Services
P.O. Box 1450
Alexandria, VA 22313-1450

700372993

PATENT
REEL: 021040 FRAME: 0959

CH \$200.00 190743 09264938

Application Schedule

Attorney Docket No.: 2043.169WO1/ **Application Serial No.: PCTUS0011732**
SYSTEM AND METHOD FOR ELECTRONICALLY EXCHANGING VALUE
AMONG DISTRIBUTED USERS

Attorney Docket No.: 2043.169EP1/ **Application Serial No.: 009264938**
SYSTEM AND METHOD FOR ELECTRONICALLY EXCHANGING VALUE
AMONG DISTRIBUTED USERS

Attorney Docket No.: 2043.169CA1/ **Application Serial No.: 2369081**
SYSTEM AND METHOD FOR ELECTRONICALLY EXCHANGING VALUE
AMONG DISTRIBUTED USERS

Attorney Docket No.: 2043.169JP1/ **Application No.: 2000615945**
SYSTEM AND METHOD FOR ELECTRONICALLY EXCHANGING VALUE
AMONG DISTRIBUTED USERS

Attorney Docket No.: 2043.169JP2/ **Application No.: 200738676**
SYSTEM AND METHOD FOR ELECTRONICALLY EXCHANGING VALUE
AMONG DISTRIBUTED USERS

Attorney Docket No.: 2043.169US2/ **Application No.: 11471776**
SYSTEM AND METHOD FOR ELECTRONICALLY EXCHANGING VALUE
AMONG DISTRIBUTED USERS

Delaware

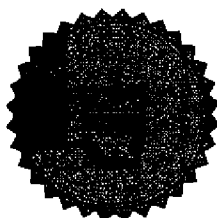
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "PAYPAL, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE SEVENTH DAY OF NOVEMBER, A.D. 2002, AT 9 O'CLOCK A.M.



3014267 8100X

030105360

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2264040

DATE: 02-19-03

PATENT
REEL: 021040 FRAME: 0961

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/07/2002
020689609 - 3014267

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
PAYPAL, INC.

Pursuant to Sections 242 and 245 of the General Corporation Law of the
State of Delaware

PayPal, Inc., a Delaware corporation, does hereby certify as follows:

1. The name of the corporation is PayPal, Inc. The date of the filing of its original certification of incorporation with the Secretary of State was March 9, 1999 and the name under which it was originally incorporated was X.com Corporation.
2. This restated certificate of incorporation amends, restates and integrates the certificate of incorporation of said corporation and has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware by the favorable vote of the holders of a majority of the outstanding stock entitled to vote thereon.
3. The text of the certificate of incorporation is hereby amended and restated to read herein as set forth in full:

FIRST. The name of the corporation is PayPal, Inc.

SECOND. The address of the corporation's registered office in the State of Delaware is National Registered Agents, Inc., 9 East Lockerman Street, City of Dover, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, and the par value of each of such shares is \$1.00.

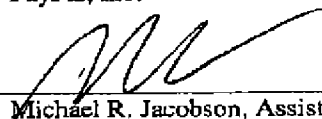
FIFTH. The board of directors of the corporation is expressly authorized to adopt, amend or repeal by-laws of the corporation.

SIXTH. Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the corporation.

SEVENTH. A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as currently in effect or as the same may hereafter be amended. No amendment, modification or repeal of this Article SEVENTH shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

IN WITNESS WHEREOF, PayPal, Inc. has caused this certificate to be signed by Matthew J. Bannick, its President and Chief Executive Officer, on the 24th day of October, 2002.

PayPal, Inc.



Michael R. Jacobson, Assistant Secretary