

**PATENT ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
E-centives, Inc.	05/17/2007
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Invenda Corporation
<b>Street Address:</b>	6901 Rockledge Drive
<b>Internal Address:</b>	Suite 610
<b>City:</b>	Bethesda
<b>State/Country:</b>	MARYLAND
<b>Postal Code:</b>	20817
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
Application Number:	12106584
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(703)770-7901
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	(703) 770-7516
<b>Email:</b>	susan.trader@pillsburylaw.com
<b>Correspondent Name:</b>	PILLSBURY WINTHROP SHAW PITTMAN LLP
<b>Address Line 1:</b>	1650 Tysons Boulevard
<b>Address Line 2:</b>	P. O. Box 10500
<b>Address Line 4:</b>	McLean, VIRGINIA 22102
<b>ATTORNEY DOCKET NUMBER:</b>	031792-0369972
<b>NAME OF SUBMITTER:</b>	Bradford C. Blaise

CH \$40.00 12106584

Total Attachments: 4  
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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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 "E-CENTIVES, INC.", CHANGING ITS NAME FROM "E-CENTIVES, INC." TO "INVENDA CORPORATION", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 2007, AT 1:52 O'CLOCK P.M.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SEVENTEENTH DAY OF MAY, A.D. 2007.

2650098 8100

070579164



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5684660

DATE: 05-17-07

PATENT  
REEL: 021375 FRAME: 0023

**CERTIFICATE OF AMENDMENT  
TO  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
E-CENTIVES, INC.**

E-centives, Inc., a corporation organized and existing under the laws of the State of Delaware, (the "Corporation") hereby certifies as follows:

1. This Amendment to the Restated Certificate of Incorporation of the Corporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

2. This Amendment to the Restated Certificate of Incorporation amends Article 1 of the Restated Certificate of Incorporation of the Corporation, as heretofore amended, supplemented and restated (the "Restated Certificate of Incorporation"), by deleting the existing Article 1 in its entirety and substituting therefore a new Article 1 to read in its entirety as follows:

Article 1. NAME

The name of this Corporation is Invenda Corporation.

3. This Amendment to the Restated Certificate of Incorporation amends Article 4 of the Restated Certificate of Incorporation, by adding at the end of Article 4 a new paragraph, which shall read in its entirety as follows:

**4.5 REVERSE STOCK SPLIT**

Upon the filing and effectiveness (the "Effective Time") of this amendment to the Corporation's Restated Certificate of Incorporation, each ten (10) shares of the Common Stock (the "Old Common Stock") issued and outstanding immediately prior to the Effective Time shall be reclassified and combined into one (1) validly issued, fully paid and non-assessable share of the Corporation's common stock, \$.01 par value per share (the "New Common Stock"), without any action by the holder thereof. The Corporation shall not issue fractions of shares of New Common Stock in connection with such reclassification and combination. Stockholders who, immediately prior to the Effective Time, own a number of shares of Old Common Stock which is not evenly divisible by ten (10) shall, with respect to such fractional shares, be entitled to receive from the Corporation cash in an amount equal to the fair value of the fractional of shares. Each certificate that theretofore represented shares of Old Common Stock shall thereafter represent that number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified and combined; provided, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of such

certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled under the foregoing reclassification and combination.

4. This Amendment to Restated Certificate of Incorporation shall be effective at 5:00 p.m., Eastern Daylight Time, on May 18, 2007.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Certificate of Amendment to Restated Certificate of Incorporation has been executed by a duly authorized officer of the corporation on this the 17th day of May 2007.

E-centives Inc.

A handwritten signature in black ink, appearing to read 'K. Amjadi', written over a horizontal line.

By: \_\_\_\_\_  
Name: Kamran Amjadi  
Title: Chief Executive Officer and  
Chairman