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FILED B9M

In the office of the Secretary of State  
of the State of California

JAN 31 1997

Bill Jones  
BILL JONES, Secretary of State

1952516

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF ZIP2 CORP.

The undersigned, Richard E. Sorkin and Elon Musk, certify that they are the President and Secretary, respectively, of Zip2 Corp., a California corporation (the "Corporation"), and further certify that:

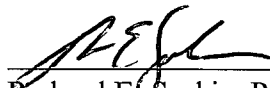
1. Article III, Section (b)5(c) of the Articles of Incorporation of this Corporation is amended to read in its entirety, as follows:

"(c) Election of Directors. The holders of the Series A Preferred Stock shall be entitled to elect two directors. The holders of the Series B Preferred Stock shall have the right to elect one director so long as Knight-Ridder Investment Company's percentage ownership of the Company on a fully diluted basis exceeds fourteen percent (14%) as evidenced by holdings of Knight-Ridder or its wholly-owned subsidiaries or affiliates; provided, however, that the calculation of such fully diluted basis shall (i) only include up to 3,093,336 shares subject to options or issued upon exercise of options issued to the Company's employees, officers, directors and consultants and (ii) not include shares issued or issuable pursuant to commercial borrowing, secured lending or lease financing transactions approved by the Board of Directors. The holders of Common Stock, voting together as a single class, shall be entitled to elect two directors. Any remaining directors shall be elected by the holders of Common Stock and Preferred Stock, voting together as a single class. Any vacancies on the Board of Directors shall be filled by vote of the holders of that class or series of stock originally entitled to elect the director (as designated by the appropriate entity, if applicable) whose absence or resignation created such vacancy."

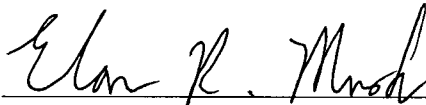
2. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of this Corporation.

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 903 of the Corporations Code. The total number of outstanding shares of the Corporation entitled to vote is 4,038,036 shares of Common Stock and 5,734,732 shares of Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding Common Stock and more than 50% of the outstanding Preferred Stock.

IN WITNESS WHEREOF, we have set our hands on January 30, 1997



Richard E. Sorkin, President




Elon Musk, Secretary

The undersigned each declares under penalty of perjury that the matters set forth in the foregoing certificate are true of his own knowledge.

Executed at Palo Alto, California on January 30, 1997



Richard E. Sorkin, President



Elon Musk, Secretary