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CERTIFICATE OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ZIP2 CORP.

FILED *meil*
In the office of the Secretary of State
of the State of California

FEB 26 1999

Bill Jones
BILL JONES, Secretary of State

The undersigned, Derek Proudian and Wayne Synder, each hereby certify that:

1. They are the duly elected and acting President and Chief Executive Officer, and Secretary, respectively, of Zip2 Corp., a California corporation (the "Company").
2. Article III, Section 4(g) (namely, "Notice of Record Date") of the Second Amended and Restated Articles of Incorporation of the Company is hereby stricken in its entirety.
3. The foregoing amendment has been duly approved by the Board of Directors of the Company.
4. The foregoing amendment has been duly approved by the required vote of the shareholders of the Company in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of the Company entitled to vote with respect to the foregoing amendment was 6,854,135 shares of Common Stock, 3,734,732 shares of Series A Preferred Stock, 2,470,600 shares of Series B Preferred Stock and 3,206,780 shares of Series C Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required, such required vote being (i) a majority of the total number of outstanding shares of Common Stock, voting separately as a class, and (ii) a majority of the total number of outstanding shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, voting together as a single, separate class.

The undersigned certifies under penalty of perjury under the laws of the State of California that he has read the foregoing Certificate of Amendment and knows the contents thereof, and that the statements therein are true.

Dated: February 25, 1999

Derek Proudian

Derek Proudian, President

Wayne Synder

Wayne Synder, Secretary