

A494690

FILED *B9m*
In the office of the Secretary of State
of the State of California

JUL 11 1997

Bill Jones
BILL JONES, Secretary of State

1952516
CERTIFICATE OF AMENDMENT

OF
ZIP2 CORP.

Kenneth McVay and Elon Musk certify that:

1. They are the Vice President, Finance and Strategic Planning and Secretary, respectively, of Zip2 Corp., a California corporation (the "Company").
2. Article III, Section (b), paragraph 4(d)(i) of the Amended and Restated Articles of Incorporation of the Company is amended to read as set forth on Exhibit A attached hereto.
3. The amendment attached hereto has been approved by the Board of Directors of the Company.
4. The amendment attached hereto has been approved by the shareholders of the Company in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of Common Stock is 4,057,536 and the total number of outstanding shares of Preferred Stock is 6,205,332. The total number of shares of Common Stock and Preferred Stock voting in favor of the amendment attached hereto equaled or exceeded the vote required. The percentage vote required was a simple majority of the outstanding shares of Preferred Stock, voting separately as a single class and a simple majority of the outstanding shares of Preferred Stock and Common Stock, voting together as a single class.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of their own knowledge.

Dated: July 11, 1997

Kenneth R. McVay
Kenneth McVay, Vice President, Finance and
Strategic Planning

Elon R. Musk
Elon Musk, Secretary

EXHIBIT A

(i) Special Definition. For purposes of this paragraph 4(d), "Additional Shares of Common" shall mean all shares of Common Stock issued (or, pursuant to paragraph 4(d)(iii), deemed to be issued) by the Company after the Original Issue Date of a particular series of Preferred Stock, other than shares of Common Stock issued or issuable:

- (1) upon conversion of shares of Preferred Stock;
- (2) to the Company's employees, officers, directors and consultants as may be determined by the Company's Board of Directors from time to time;
- (3) as a dividend or distribution on Preferred Stock or pursuant to any event for which adjustment is made pursuant to paragraph 4(d)(vi), (vii) or (viii) hereof;
- (4) pursuant to commercial borrowing, secured lending or lease financing transactions approved by the Board of Directors; provided that if Preferred Stock is issued in such transaction, it is issued at an exercise price per common stock equivalent not less than the then-applicable Conversion Price; and
- (5) pursuant to an Agreement and Plan of Merger to be entered into with Pantheon, Inc., a Washington corporation.