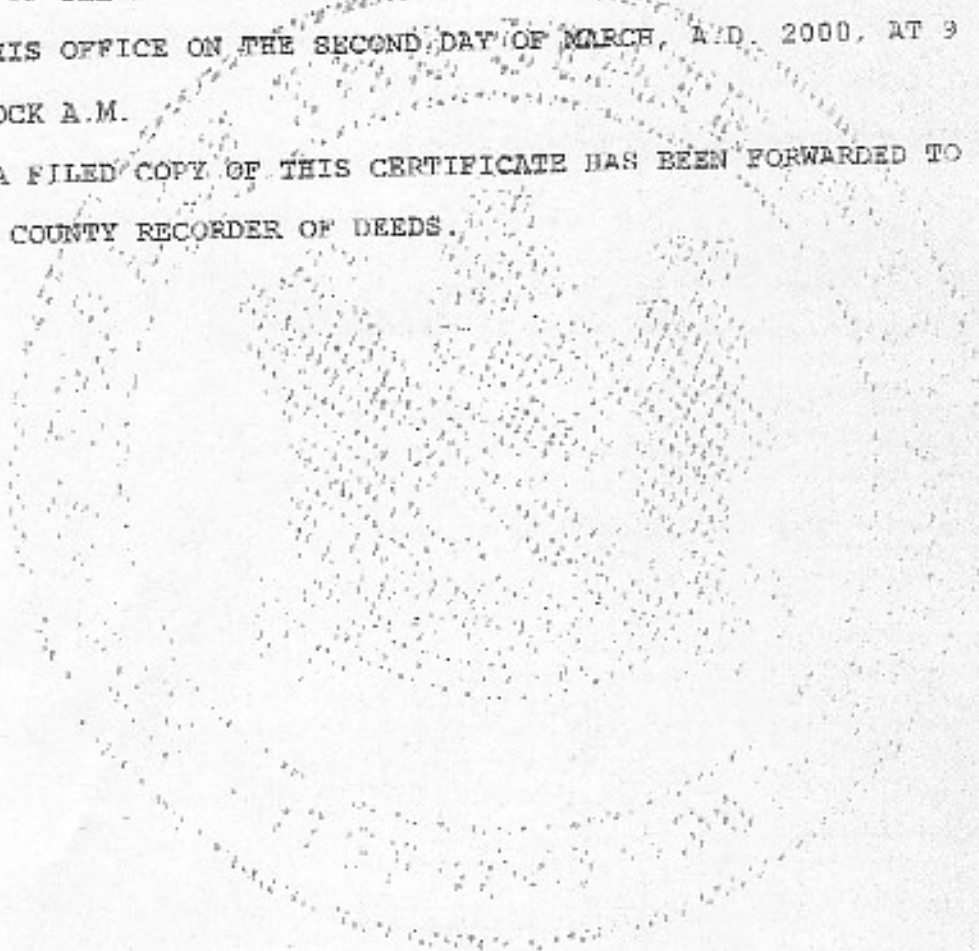


State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF REGISTER.COM, INC., FILED IN THIS OFFICE ON THE SECOND DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3030852 8100

001108362

AUTHENTICATION: 0293872

DATE: 03-03-00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09-00 AM 03/02/2000
CORP0022

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
REGISTER.COM, INC.

(Pursuant to Sections 228, 242 and 245 of the
General Corporation Law of the State of Delaware)

Register.com, Inc. (the "Corporation"), a corporation organized and existing
under the General Corporation Law of the State of Delaware (the "General Corporation Law").

DOBS HEREBY CERTIFY:

FIRST: That the Corporation was originally incorporated in Delaware, and the
date of its filing of its original Certificate of Incorporation with the Secretary of State of
Delaware was May 11, 1999.

SECOND: That the Board of Directors duly adopted resolutions proposing to
amend and restate the Certificate of Incorporation of the Corporation, declaring said amendment
and restatement to be advisable and in the best interests of the Corporation and its stockholders,
and authorizing the appropriate officers of the Corporation to solicit the consent of the
stockholders of the issued and outstanding Common Stock, \$0.0001 par value, and Preferred
Stock, \$0.0001 par value, voting as a single class and as separate classes, all in accordance with
the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the
State of Delaware;

THIRD: That the resolution setting forth the proposed amendment and
restatement is as follows:

RESOLVED, that the Amended and Restated of Certificate of Incorporation of
the Corporation be amended and restated in its entirety as follows:

ARTICLE I

Name

The name of the Corporation is Register.com, Inc.

ARTICLE II

Registered Office

The address of the registered office of the Corporation in the State of Delaware is
to be located at 9 East Lockerman Street, in the City of Dover, in the County of Kent, in the
State of Delaware 19901. The name of its registered agent at such address is National Registered
Agents, Inc.

ARTICLE III

Powers/Term

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law. The Corporation is to have perpetual existence.

ARTICLE IV

Capital Stock

A. Classes of Stock. The total number of shares of stock which the Corporation shall have authority to issue is two hundred million (200,000,000), consisting of five million (5,000,000) shares of Preferred Stock, par value \$0.0001 per share (the "Preferred Stock"), and two hundred million (200,000,000) shares of Common Stock, par value \$0.0001 per share (the "Common Stock").

B. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to provide for the issuance of shares of Preferred Stock in one or more series and, by filing a certificate pursuant to the applicable law of the State of Delaware (the "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(a) The designation of the series, which may be by distinguishing number, letter or title.

(b) The number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares thereof then outstanding).

(c) The amounts payable on, and the preferences, if any, of shares of the series in respect of dividends, and whether such dividends, if any, shall be cumulative or noncumulative.

(d) Dates at which dividends, if any, shall be payable.

(e) The redemption rights and price or prices, if any, for shares of the series.

(f) The terms and amount of any sinking funds provided for the purchase or redemption of shares of the series.

