

08-07-1998



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U.S. DEPARTMENT OF COMMERCE

OVER SHEET ONLY

Patent and Trademark Office  
Docket No. 39777-2400000

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **MRD**  
 Futurestep, Inc. **8-4-98**

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State       Other  
 Delaware

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):

Name: Korn/Ferry International Futurestep, Inc.  
 Street Address: 13743 Ventura Boulevard, Suite 350  
 City: Sherman Oaks, State: CA ZIP: 91423

Individual(s) citizenship: \_\_\_\_\_  
 Association: \_\_\_\_\_ **AUG 5 1998**  
 General Partnership: \_\_\_\_\_  
 Limited Partnership: \_\_\_\_\_  
 Corporation-State: Delaware  
 Other: \_\_\_\_\_

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other:

Execution Date: May 4, 1998

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is:\*

A. Trademark Application No.(s) 75,477,622; 75,477,621; 75,477,620      B. Registration No.(s)

\*

Additional numbers attached? \* Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Carla B. Oakley, Esq.  
 Morrison & Foerster LLP  
 425 Market Street  
 San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: 3

7. Total fee (37 C.F.R. § 3.41): \$90.00

Enclosed  
 Authorized to be charged to deposit account, referencing Attorney Docket 39777-2400000

8. Deposit account number: 03-1952

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

**DO NOT USE THIS SPACE**

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Name: Carla B. Oakley      Carla B. Oakley      8-4-98  
 Signature      Date

Total number of pages comprising cover sheet, attachments and document: \*

08/06/1998 SMITH 00000105 75477622

01 FC:401      40.00 DP  
 02 FC:402      50.00 DP

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patents and Trademarks  
 Box Assignments  
 Washington, D.C. 20231

sf-551529

TRADEMARK  
REEL: 1764 FRAME: 0482

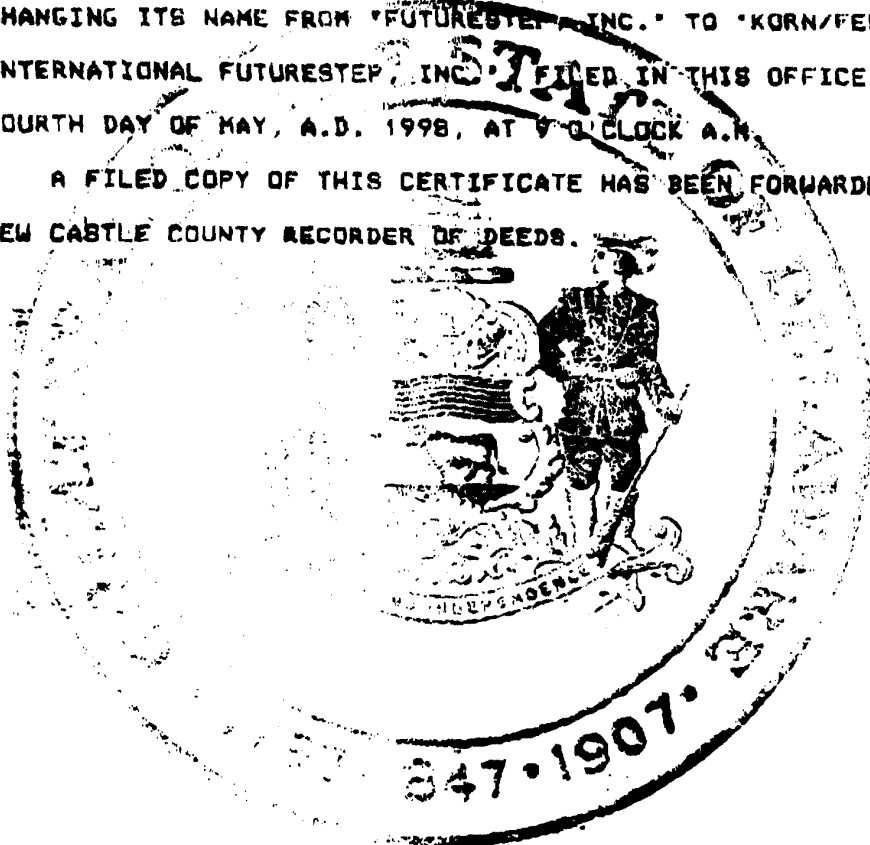
*State of Delaware*

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**Office of the Secretary of State**

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 CERTIFICATE OF AMENDMENT OF "FUTURESTEP, INC.", CHANGING ITS NAME FROM "FUTURESTEP, INC." TO "KORN/FERRY INTERNATIONAL FUTURESTEP, INC." FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9062213

DATE:

05-05-98

**CERTIFICATE OF AMENDMENT OF CERTIFICATE  
OF INCORPORATION BEFORE PAYMENT OF  
ANY PART OF THE CAPITAL  
OF  
FUTURESTEP, INC.**

It is hereby certified that:

1. The name of the corporation (the "Corporation") is Futurestep, Inc.
2. The Corporation has not received any payment for any of its stock.
3. The certificate of incorporation of the Corporation is hereby amended by striking out the First Article thereof and by substituting in lieu of said Article the following new Article:

**"FIRST:** The name of the corporation is Korn/Ferry International Futurestep, Inc."

4. The amendment of the certificate of incorporation of the Corporation herein certified was duly adopted, pursuant to the provisions of Section 241 of the General Corporation Law of the State of Delaware, by the sole incorporator, no directors having been named in the certificate of incorporation and no directors having been elected.

Signed on May 4, 1998.

  
Michael C. Cohen, Sole Incorporator

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Conveying Party:	Futurestep, Inc.
Receiving Party:	Korn/Ferry International Futurestep, Inc.
Mailing Date:	August 4, 1998

**CERTIFICATE OF MAILING BY EXPRESS MAIL**

Commissioner of Patents & Trademarks  
Box Assignments  
Washington, D.C. 20231

Express Mail Label No.: EL122029471US

Date of Deposit: August 4, 1998

Dear Sir:

I hereby certify that the attached Recordation Form Cover Sheet Trademarks Only, State of Delaware Secretary of State certificate, Certificate of Amendment of Certificate of Incorporation Before Payment of Any Part of the Capital of Futurestep, Inc., check in the amount of \$90.00; and receipt verification postcard are being deposited with the United States Postal Service as express mail post office to addressee in an envelope addressed to: Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231, on August 4, 1998.

Respectfully submitted,

By:   
Joel R. Bischoff

sf-551534

RECORDED: 08/04/1998

TRADEMARK  
REEL: 1764 FRAME: 0485