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FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)



100869147

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
The KSI Group, Inc.

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

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

2. Name and address of receiving party(ies)

Name: The Kinetics Group, Inc.
Internal Address:
Street Address: 2805 Mission College Boulevard
Santa Clara, California 95054

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: yes no
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: December 11, 1996

4. Application number(s) or registration number(s): **75, 176, 410**

A. Trademark Application No.(s)

75/176,410

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Peter C. Lando
Address: WOLF, GREENFIELD & SACKS, P.C.
Federal Reserve Plaza
600 Atlantic Avenue
Boston, MA 02210

6. Total number of applications and registrations involved:..... [1]

7. Total fee (37 CFR 3.41)..... \$40.00

Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge:

8. Deposit Account No: 23/2825

11/03/1998 SBURMS 00000192 75176410

01 FR-481

40.00 DP

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.

Peter C. Lando

Name of Person Signing

Signature

October 22, 1998

Date

Total number of pages including cover sheet, attachments, and document: [4]

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

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 "THE KSI GROUP, INC.", CHANGING ITS NAME FROM "THE KSI GROUP, INC." TO "THE KINETICS GROUP, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2595522 8100

DATE: 9355675

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10-15-98
TRADEMARK
REEL: 1807 FRAME: 0360

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/11/1996
960363077 - 2595522

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE KSI GROUP, INC.

THE KSI GROUP, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is The KSI Group, Inc.
2. The original name of the Corporation was Kinetic Systems Group, Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on February 23, 1996.
3. Article One of the Certificate of Incorporation is amended to read in its entirety as follows:

"The name of the corporation is The Kinetics Group, Inc."
4. This Certificate of Amendment was found advisable and duly adopted by the Board of Directors of the Corporation, pursuant to Section 242 of the General Corporation Law of the State of Delaware.
5. This Certificate of Amendment was duly adopted by written consent of the stockholders of the Corporation in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware, and notice of the taking of such corporate action has been given as provided in Section 228(d) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the corporation has caused this Certificate to be signed by William A. Bianco, Jr., its Chairman of the Board and Chief Executive Officer and attested by Marie R. Bianco, its Secretary, this 11th day of December, 1996.

THE KINETICS GROUP, INC.

By: W.A. Bianco
William A. Bianco, Jr.
Chairman of the Board and
Chief Executive Officer

ATTEST:

By: Marie R. Bianco
Marie R. Bianco
Secretary

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