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To the Honorable Commissioner of Patents and Trademarks

and original documents or copy thereof.

1. Name of conveying party: GlobalText, Inc. 11-19-1998

U.S. Patent & TMO/TM Mail Rcpt Dt. #10

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other

Additional name(s) of conveying party(ies) attached? Yes No
11-19-98

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: 3/30/98

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

Name: **Geotext Translations, Inc.**
Address: **352 Seventh Avenue - 4th Floor**
New York, NY 10001

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 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

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

A. Trademark Application No.(s)
75/334,849 - GEOTEXT
75/319,203 - WORK THE WORLD

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

EXPRESS MAIL CERTIFICATE
Date: 11/19/98 Label No: EM 445426275

I hereby certify that on the date indicated above I deposited this paper or fee with the U.S. Postal Service & that it was addressed for delivery to the Commissioner of Patents & Trademarks, Washington, DC 20231 by "Express Mail Post Office to Addressee's Office."

D. Beck D. Beck
Name (Print) Signature

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

Name: Darby & Darby P.C.
Street Address: 805 Third Avenue, 27th Floor
City: New York State: New York Zip: 10022-7513

12/18/1998 ISHABAZZ 00000043 75334849

01 FC:481 40.00 DP
02 FC:482 25.00 DP

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):.....\$65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
04-0100
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE 65E

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

Lucille P. Nichols
Name of Person Signing

Lucille P. Nichols
Signature

November 19, 1998
Date

Total number of pages including cover sheet, attachments, and document: 2

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

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF**

GlobalText, Inc.

(Under Section 805 of the Business Corporation Law)

THE UNDERSIGNED, being all of the shareholders of GlobalText, Inc. (the "Corporation"), hereby certify that:

FIRST: The name of the Corporation is GlobalText, Inc.


SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on June 27, 1997.

THIRD: The Corporation is amending its Certificate of Incorporation to change its corporate name. To accomplish the foregoing amendment, Article FIRST of the Certificate of Incorporation is hereby amended to read as follows:

FIRST: The name of the corporation is Geotext Translations, Inc."

FOURTH: The above amendment was authorized by Joint Unanimous Written Consent of the Board of Directors and Shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 30 day of March, 1998 and affirm that the statements contained therein are true under the penalties of perjury.



Joseph Duncan, Shareholder



Katherine Pine, Shareholder