

02-02-1999



100954571

TO THE HON. COMMISSIONER OF PATENT

RECORDING THE ATTACHED ORIGINAL DOCUMENTS OR COPIES THEREOF.

<p>1. NAME AND ADDRESS OF CONVEYING PARTY</p> <p>ISI SYSTEMS, INC. Two Tech Drive Andover, Massachusetts 01810-2486</p> <p>(Delaware Corporation)</p> <p><b>1-28-99</b></p> <p>Additional names of conveying parties attached? No.</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY</p> <p>CGI INFORMATION SYSTEMS &amp; MANAGEMENT CONSULTANTS, INC. Two Tech Drive Andover, Massachusetts 01810-2486</p> <p>(Delaware Corporation)</p> <p>Additional names of receiving parties attached? No.</p>
<p>3. NATURE OF CONVEYANCE:</p> <p>Assignment <input type="checkbox"/> Merger</p> <p>Security Agreement <input checked="" type="checkbox"/> Change of Name</p> <p>Execution date: <u>September 30, 1998</u></p>	<p>If assignee is not domiciled in the United States, a designation of domestic representative is attached.</p>
<p>4. APPLICATION OR REGISTRATION NUMBER(S)</p> <p>A. Trademark Application Nos.</p> <p>74/664,179 75/306,189 75/314,824</p> <p>Additional numbers attached? No.</p>	<p>3. Trademark Registration Nos.</p> <p>1,401,021 1,423,675 1,521,584 2,167,595</p> <p>Additional numbers attached? No.</p>
<p>5. NAME AND ADDRESS OF PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENT SHOULD BE MAILED:</p> <p>TIMOTHY H. HIEBERT SAMUELS, GAUTHIER &amp; STEVENS LLE 225 FRANKLIN STREET, SUITE 3300 BOSTON, MA 02110</p>	<p>6. TOTAL NUMBER OF APPLICATIONS AND REGISTRATIONS INVOLVED: <u>7</u></p> <p>7. TOTAL FEE DUE: \$ <u>190.00</u> (Check enclosed)</p> <p>If any additional fee(s) are due, the Commissioner is hereby authorized to charge the Deposit Account identified in item 8.</p> <p>8. DEPOSIT ACCOUNT NUMBER: <u>19-0079</u></p>

02/01/1999 SBURNS 00000163 74664179

DO NOT USE THIS SPACE

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02 FC:482 150.00 OP

190E

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.

Timothy H. Hiebert  
Name of Person Signing

Signature

January 19, 1999  
Signature Date

10. Total pages 4

State of Delaware  
Office of the Secretary of State

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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 CERTIFICATE OF AMENDMENT OF "ISI SYSTEMS, INC.", CHANGING ITS NAME FROM "ISI SYSTEMS, INC." TO "CGI INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, 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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981379887

AUTHENTICATION:

9331879

DATE:

09-30-98

TRADEMARK  
REEL: 1846 FRAME: 0534

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
ISI SYSTEMS, INC.

ISI Systems, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Sole Stockholder and all of the members of the Board of Directors of the Corporation, by written consent, filed with the minutes of the Corporation, have passed resolutions proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED: That Article FIRST of the Certificate of Incorporation of the Corporation be amended so that, as amended, said Article FIRST shall be and read in its entirety as follows:

"FIRST. The name of the Corporation is:  
CGI Information Systems & Management  
Consultants, Inc."

SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 103 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, ISI Systems, Inc. has caused this Certificate of Amendment to be signed by June M. Morris, its Vice President, this 30 day of September, 1998.

ISI SYSTEMS, INC.

By

  
June M. Morris  
Vice President

FILED IN THE OFFICE OF THE CLERK OF THE DISTRICT COURT OF THE DISTRICT OF COLUMBIA