

03-22-1999

TRANSMITTAL OF I

Atty. Docket: 1032.100

TRA



To the Honorable Commissioner of Patents and Trademark

1 documents or copy thereof.

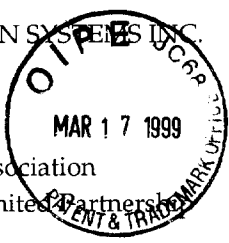
100990963

MRD 3.17.99

1. Name of conveying party(ies):
CINCINNATI BELL INFORMATION SYSTEMS INC.
(Ohio corporation)
600 Vine Street
Cincinnati, OH 45202

- Individual(s)
- General Partnership
- Corporation-of Ohio
- Other _____
- Association
- Limited Partnership

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



Name and address of receiving party(ies):
Name: CONVERGYS INFORMATION MANAGEMENT GROUP INC.
Street Address: 600 Vine Street
City: Cincinnati State OH ZIP 45202

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designation 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

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF NAME CHANGE FROM CINCINNATI BELL INFORMATION SYSTEMS INC. TO CONVERGYS INFORMATION MANAGEMENT GROUP INC., EFFECTIVE SEPTEMBER 25, 1998

Execution Date: September 25, 1998

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

A. Trademark Application No.(s)
CBIS MARKET DRIVER (75-414,884) MACRO/CELL (75-381,008)
CBIS MAXIMIZER (75-414,885) MACRO/CELL (75-380,900)
CBIS PROBILLER (75-414,894)
CBIS SERVICE BOOSTER (75-414,886)
DO WHAT YOU DO BEST EVEN BETTER CBIS (75-414,893)
REALTIME PROCESSING MANAGER (75-243,517)
SUMMIT CALL MANAGER (75-381,513)

B. Trademark Registration No.(s)
CELLWARE (1,334,089) TEK-21 & Design (1,580,058)
CENSYS (1,860,267) SWITCH MANAGER (1,641,803)
COMPU CELLULAR (1,506,597) TEK-21 (1,578,209)
TECNET / DESIGN (1,733,726)
PRECEDENT 2000 (1,918,982)
CBIS ADVANTAGE (2,052,463)
CABLEMASTER (2,097,060)

Additional numbers attached? Yes No

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

Name: Fitzpatrick, Cella, Harper & Scinto
30 Rockefeller Plaza, 38th Floor
New York, New York 10112-3801

Telephone No.: (212) 218-2100

Facsimile No.: (212) 218-2200

6. Number of applications and registrations involved:
19

7. Total fee (37 CFR 3.41): \$490.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number for any deficiency: 06-1205
(Attach duplicate copy of this page if paying by deposit account):

03/19/1999 00000113 1334089

D1 FC:481
D2 FC:482

40.00 OP
450.00 OP

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.

Warren E. Olsen (Reg. No. 27,290)

Name of Person Signing

Signature

March 17, 1999

Date

March 17, 1999

Total number of pages including cover sheet, attachments, and documents: 4

TRADEMARK
REEL: 1871 FRAME: 0183



Presided by
 BOB TAFT, Secretary of State
 30 East Broad Street, 14th Floor
 Columbus, Ohio 43266-0418

Charter No. _____
 Approved _____
 Date _____
 Fee _____

CERTIFICATE OF AMENDMENT BY SHAREHOLDERS TO THE ARTICLES OF INCORPORATION OF

Cincinnati Bell Information Systems Inc.

(Name of Corporation)

Robert J. Marino _____, who is:

Chairman of the Board President Vice President (Please check one.)

and Roy T. Heggland _____, who is:

Secretary Assistant Secretary (Please check one.)

of the above named Ohio corporation organized for profit does hereby certify that: (Please check the appropriate box and complete the appropriate statements.)

a meeting of the shareholders was duly called for the purpose of adopting this amendment and held on _____, 19____ at which meeting a quorum of the shareholders was present in person or by proxy, and by the affirmative vote of the holders of shares entitling them to exercise _____% of the voting power of the corporation.

in a writing signed by all of the shareholders who would be entitled to notice of a meeting held for that purpose, the following resolution to amend the articles was adopted:

RESOLVED, That Article First of the Articles of Incorporation is hereby amended so that, as amended it shall read as follows:

FIRST: The name of the corporation is Convergys Information Management Group Inc.

IN WITNESS WHEREOF, the above named officers, acting for and on the behalf of the corporation, have hereto subscribed their names this

_____ 25th _____ day of _____ September _____, 19 98 .

By Robert J. Marino _____
President, Vice President
 Robert J. Marino

By Roy T. Heggland _____
Secretary, Assistant Secretary
 Roy T. Heggland

NOTE: OHIO LAW DOES NOT PERMIT ONE OFFICER TO SIGN IN MULTIPLE CAPACITIES. TWO SEPARATE SIGNATURES ARE REQUIRED, EVEN IF THIS NECESSITATES THE ELECTION OF A SECOND OFFICER BEFORE THE FILING CAN BE MADE.

OCT 08 1998

**BOB TAFT
 SECRETARY OF STATE**

150 FORM SHARE

DATE	DOCUMENT NO	DESCRIPTION	FILING	CAPIES	SEARCH	INDEX	TOTAL
1. 10/8/1998	199828101076	AMD DO/ TIC/AMENDMENT TO ARTICLES	75.00	10.00	0.00	0.00	0.00
			75.00	10.00	0.00	0.00	0.00

Return To:
FROST & JACOBS
ATTN J SWICKRATH
10 W BROAD ST STE 1000
COLUMBUS, OH 43215-0000

cut along the dotted line



The State of Ohio
 **Certificate** 

Secretary of State - Bob Taft

617626

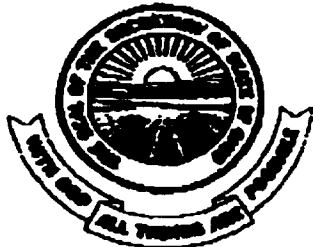
It is hereby certified that the Secretary of State of Ohio has custody of the business records for CONVERGYS INFORMATION MANAGEMENT GROUP INC. and that said business records show the filing and recording of:

Document(s)
DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):
199828101076

United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 8th day of
 October, A.D. 1998



Bob Taft

Bob Taft
 Secretary of State

**ACTION OF SOLE SHAREHOLDER
IN LIEU OF MEETING OF
CINCINNATI BELL INFORMATION SYSTEMS INC.**

The undersigned, being the sole shareholder of Cincinnati Bell Information Systems Inc., an Ohio corporation (the "Corporation"), consents in writing pursuant to the authority granted by Section 1701.54 of the Ohio Revised Code, to the adoption without a meeting of the following resolutions:

RESOLVED, That Article First of the Articles of Incorporation is hereby amended so that, as amended it shall read as follows:

FIRST: The name of the corporation is Convergys Information Management Group Inc.

In all other respects, the Articles of Incorporation shall remain unchanged.

Effective as of September 25, 1998.

Convergys Corporation

By Walter D. Bako Secretary