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U.S. Department of Commerce
Patent and Trademark Office

03-18-1999



101004864

U.S. Patent & TMO's/TM Mail Rcpt Dt. #61

Serial

of:

1. Name of conveying party(ies)
ProfitSource Corporation

*MRD
3.18.99*

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

2. Name and address of receiving party(ies):
 Name: EPS Solutions Corporation
 Internal Address: EPS Solutions Corporation
 Street Address: 695 Town Center Drive, Suite 400
 City: Costa Mesa State: CA Zip 92626

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

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

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

Execution Date: December 15, 1998

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

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

A. Trademark Application No.(s): **See Attached Schedule A**

B. Trademark Registration No.(s): **See Attached Schedule A**

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning documents should be mailed:
 Name: Andrea Sloan Pink
 Internal Address: Gibson, Dunn & Crutcher
Jamboree Center
 Street Address: 4 Park Plaza
 City Irvine State CA Zip 92614

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41): \$ 440.00
 Enclosed
 Authorized to be charged to deposit account

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

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.

Andrea Sloan Pink

Name of Person Signing

Andrea Sloan Pink

Signature

3/18/99

Date

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

OMB No. 0651-0011

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
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OA990500.181/5+

TRADEMARK
REEL: 1880 FRAME: 0763

SCHEDULE A**EPS SOLUTIONS CORPORATION
LIST OF ACQUIRED REGISTERED TRADEMARKS AND SERVICEMARKS**

| <u>Patent, Trademark</u> | <u>Reg. No. or Serial No.</u> |
|---------------------------------|--------------------------------------|
| ENTERPRISE PROFITSOURCE | 75/561107 |
| EPS SOLUTIONS (words) | 75/590946 |
| EPS SOLUTIONS (logo) | 75/606573 |
| DHR | 1,904,587 |
| FDSI OUTSOURCED LOGISTICS | 1,782,961 |
| FDSI | 1,776,793 |
| LIFELINE | 1,791,875 |
| LEASESCAN | 1,791,829 |
| RECOVRE | 2,022,969 |
| Mobility Services International | 2,145,144 |
| Movelink | 2,053,341 |
| Trans-Audit | 1,835,654 |
| ProMax | 1,829,002 |
| Homebase | 75/450563 |
| Mobility Services International | 75/052695 |
| MSI Logistics | 74/490746 |
| WorldSource | 75/040605 |

OA990430.085/3+

State of Delaware
Office of the Secretary of State 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 "PROFITSOURCE CORPORATION", CHANGING ITS NAME FROM "PROFITSOURCE CORPORATION" TO "EPS SOLUTIONS CORPORATION", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

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



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

Edward J. Freel, Secretary of State

2891150 8100

981483991

AUTHENTICATION: 9464640

DATE: 12-15-98

TRADEMARK
REEL: 1880 FRAME: 0765



03-18-1999

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EXHIBIT A

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OA990430.085/4+