

04-26-1999



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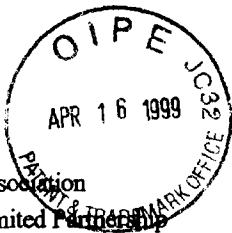
RECORDATION FORM COVER SHEET
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ents and Trademarks. Please record the attached original document or copy thereof.

21.16.99mm

Stratfor Systems, Inc.
3301 Northland Drive, Suite 500
Austin, Texas 78731



2. Name and Address of Party(ies) receiving an interest:

Infracorps Corporation
3301 Northland Drive, Suite 500
Austin, Texas 78731

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other

- Association
- Limited Partnership

- Individual
- General Partnership
- Corporation - Delaware
- Other
- Citizenship

- Association
- Limited Partnership

3. Interest Conveyed:

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

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Execution Date: September 30, 1998

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s) 75/454,663 and 75/534,645

B. Trademark Registration No.(s)

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

Name: Anna Conyers Kuhn
 Internal Address: Baker & Botts, L.L.P.
 Street Address: 2001 Ross Avenue
 City: Dallas
 State: Texas Zip: 75201-2980

6. Number of applications and registrations involved: 2

7. Amount of fee enclosed or authorized to be charged: \$65.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):
N/A

04/23/1999 JSHBAZZ 00000171 75454663

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
25.00 OP

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.

Anna Conyers Kuhn
Name of Person Signing

Anna Conyers Kuhn
Signature

4-14-99
Date

Total number of pages including cover sheet 4

OMB No. 0651-0011 (exp. 4/94)

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10-8-98

CERTIFICATE OF AMENDMENT
to the
CERTIFICATE OF INCORPORATION
of
STRATFOR SYSTEMS, INC.
(to be renamed Infracore Corporation)

STRATFOR Systems, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), hereby adopts this Certificate of Amendment (this "Certificate of Amendment"), which amends its Certificate of Incorporation (the "Certificate of Incorporation"), as described below, and does hereby further certify that:

1. The name of the Corporation is STRATFOR Systems, Inc..
2. The Board of Directors of the Corporation duly adopted a resolution proposing and declaring advisable the amendment to the Certificate of Incorporation of the Corporation as described herein, and the Corporation's stockholders duly adopted such amendment, all in accordance with the provisions of Sections 242 and 228 of the DGCL.
3. The amendment to the Certificate of Incorporation effected by this Certificate of Amendment changes the name of the Corporation to Infracore Corporation.
4. The Certificate of Incorporation is hereby amended by deleting Article First thereof and replacing in lieu thereof a new Article First reading in its entirety as follows:

"FIRST: The name of the corporation is Infracore Corporation (the "Corporation")."

IN WITNESS WHEREOF, the Corporation has caused this certificate to be executed
this 30 day of September, 1998.

STRATFOR SYSTEMS, INC.

By: Robert Gomes

Name:  _____

Title: President

Office of the Secretary of State

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 "STRATFOR SYSTEMS, INC.", CHANGING ITS NAME FROM "STRATFOR SYSTEMS, INC." TO "INFRAWORKS CORPORATION", FILED IN THIS OFFICE ON THE EIGHTH DAY OF OCTOBER, A.D. 1998, AT 8:30 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9604431

DATE: 03-02-99

RECORDED: 04/16/1999

TRADEMARK
REEL: 1887 FRAME: 0749