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To the Honorable Commissioner of Pa

101054737

Attached original documents or copy thereof.

1. Name of conveying party(ies):

The REOHR Group, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: August 13, 1998

2. Name and address of receiving party(ies)

Name: Broadreach Consulting, Inc.

Internal Address: Suite 200

Street Address: 676 E. Swedesford Road

City: Wayne State: PA ZIP: 19087

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State PA
- 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 patent number(s):

A. Trademark Application No.(s)

75/470,968
75/454,872
75/455,094

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Eric S. Marzluf, Esq.

Internal Address: Caesar, Rivise, Bernstein,
Cohen & Pokotilow, Ltd.

Street Address: 12th Floor - 7 Penn Center
1635 Market Street

City: Philadelphia State: PA ZIP: 19103-
2212

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-0075

(Attach duplicate copy of this page if paying by deposit account)

05/28/1999 VBROWN 00000120 030075 75470968

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.

Eric S. Marzluf

Name of Person Signing

Eric S. Marzluf
Signature

May 17, 1999

Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

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BROADREACH CONSULTING, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0790964

MICROFILM NUMBER: 09861

0891-0895

MORGAN LEWIS & BOCKIUS LLP
COUNTER

TRADEMARK
REEL: 001904 FRAME: 0594

9861-891

AUG 13 1998

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 790964

Secretary of the Commonwealth *[Signature]*

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DECS:12-1915 (Rev 80)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: The Reehr Group, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	Number and Street	City	State	Zip	County
(b) a/o:	<u>Corporation Service Company</u>	<u>319 Market St.</u>	<u>Harrisburg</u>	<u>PA 17101</u>	<u></u>
	Name of Commercial Registered Office Provider				County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: PA Business Law of 1988

4. The date of its incorporation is: December 1, 1983

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____ Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The Reehr Group, Inc. Changes Name to:
Broadreach Consulting, Inc.

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

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PA Dept. of State

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE REOHR GROUP, INC.**

- 1. The name of the corporation is Broadreach Consulting, Inc.
- 2. The name of the Commercial Registered Office Provider is Corporation Service Company, Dauphin County, Pennsylvania.
- 3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988, as amended.
- 4. Capital Stock.

The aggregate number of shares which the corporation shall have authority to issue is 50,000,000 Common Shares, no par value (the "Common Shares"), and 10,000,000 Preferred Shares, no par value (the "Preferred Shares"). The Board of Directors may authorize the issuance from time to time of Preferred Shares in one or more classes or series and with designations, voting rights, preferences, and special rights, if any, as the Board may fix by resolution. Without limiting the foregoing, the board of directors is authorized to fix with respect to each series:

- (a) the number of shares which shall constitute the series and the name of the series;
- (b) the rate and times at which, and the preferences and conditions under which, dividends shall be payable on shares of the series, and the status of such dividends as cumulative or non-cumulative and as participating or non-participating;
- (c) the prices, times and terms, if any, at or upon which shares of the series shall be subject to redemption;
- (d) the rights, if any, of holders of shares of the series to convert such shares into, or to exchange such shares for, shares of any other class of stock of the corporation;
- (e) the rights and preferences, if any, of the holders of shares of the series upon any liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the corporation;

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- (f) the limitations, if any, applicable while such series is outstanding, on the payment of dividends or making of distributions on, or the acquisition of, the common stock of any other class of stock which does not rank senior to the shares of the series;
- (g) the voting rights, if any, to be provided for shares of the series.

5. Duties and Liabilities of Directors and Officers.

(a) **Directors and officers as fiduciaries.** A director or officer of the corporation shall stand in a fiduciary relation to the corporation and shall perform his or her duties as a director or officer, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director or officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by: (a) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent with respect to the matters presented, (b) counsel, public accountants or other persons as to matters that the director or officer reasonably believes to be within the professional or expert competence of such person, or (c) a committee of the Board of Directors upon which the director or officer does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director or officer reasonably believes to merit confidence. A director or officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or officer of the corporation or any failure to take any action shall be presumed to be in the best interests of the corporation.

(b) **Personal liability of directors.** A director of the corporation shall not be personally liable for monetary damages as such (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature (including, without limitation, attorneys' fees and disbursements)) for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office under these Articles of Incorporation, the By-laws of the corporation or applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(c) **Personal liability of officers.** An officer of the corporation shall not be personally liable, as such, to the corporation or its shareholders for monetary damages

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(including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature (including, without limitation, attorneys' fees and disbursements)) for any action taken, or any failure to take any action, unless the officer has breached or failed to perform the duties of his or her office under these Articles of Incorporation, the By-laws of the corporation or applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

- 6. The shareholders of the corporation shall not have the right to cumulate their votes for the election of directors of the corporation.
- 7. An action may be authorized by the shareholders without a meeting by less than unanimous written consent.
- 8. The shareholders of the corporation shall not have the right to cumulate their votes in the election of directors.
- 9. Subchapters E, F, G, H, I and J of Section 25 of the Business Corporation Law of 1988, as amended, shall not be applicable to the corporation.
- 10. The corporation reserves the right, from time to time, to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter provided by statute for the amendment of Articles of Incorporation.