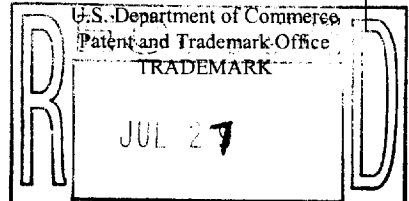


08-02-1999



101106203
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
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Document ID #
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Reel # Frame #
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

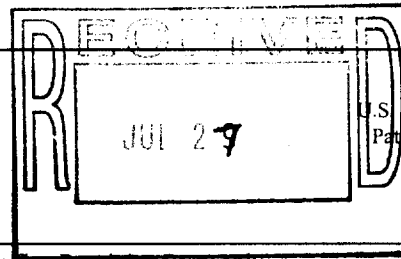
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07/30/1999 DNGUYEN 00000331 1986147

01 FC:481 40.00 OP
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(650) 494-0600

Name

R.J. Heher, Esq.

Address (line 1)

Fenwick & West LLP

Address (line 2)

Two Palo Alto Square

Address (line 3)

Suite 800

Address (line 4)

Palo Alto, California 94306

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

2

Trademark Application Number(s) or Registration Number(s)



Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trade Application Number(s)

Registration Number(s)

75/561,910

1,986,147

Number of Properties

Enter the total number of properties involved.

#

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

65.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

50-0261

Authorization to charge additional fees:

Yes



No



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. Charges to deposit account are authorized, as indicated herein.

R. J. Heher, Esq.

R. J. Heher

July 27, 1999

Name of Person Signing

Signature

Date Signed

Express Mail mailing label No. EM03501997405
Date of Deposit 7/27/99
I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to: Assistant Commissioner for Trademark, 2000 Crystal Dr., Arlington, VA 22202-3513

LARISA BURSHTEYN
(Type or Print Name of Person Mailing Paper or Fee)
Larisa BurshTEYN
(Signature of Person Mailing Paper or Fee)

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 "COHESIVE NETWORK SYSTEMS, INC.", CHANGING ITS NAME FROM "COHESIVE NETWORK SYSTEMS, INC." TO "COHESIVE TECHNOLOGY SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH 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.



2378475 8100
981375343

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9325839

DATE: 09-28-98

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
COHESIVE NETWORK SYSTEMS, INC.**

Cohesive Network Systems, Inc., a corporation organized and existing under the laws of the State of Delaware, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:

FIRST: That ARTICLE FIRST of the Corporation's Amended and Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

"FIRST: The name of the corporation is Cohesive Technology Solutions, Inc. (the "Corporation")."

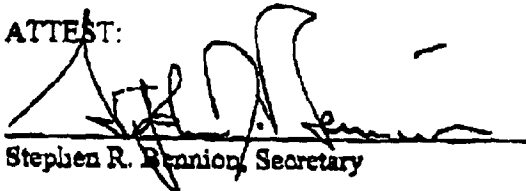
SECOND: The amendment to the Amended and Restated Certificate of Incorporation of the Corporation set forth in this Certificate of Amendment has been duly adopted in accordance with the provisions of Section 242 of the DGCL by (a) the Board of Directors of the Corporation having duly adopted a resolution setting forth such amendment and declaring its advisability and submitting it to the stockholders of the Corporation for their approval, and (b) the stockholders of the Corporation having duly adopted such amendment by vote of the necessary number of shares as required by statute and by the Amended and Restated Certificate of Incorporation in accordance with Section 228 of the DGCL.

IN WITNESS WHEREOF, the corporation has caused this Certificate of Amendment to be signed by Dennis M. Rohan, its President and Chief Executive Officer, and attested by Stephen R. Bennion, its Chief Financial Officer and Secretary this 28 day of September 1998.

COHESIVE NETWORK SYSTEMS, INC.

By: Dennis Rohan
Dennis M. Rohan, President and Chief
Executive Officer

ATTEST:


Stephen R. Bennion, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/28/1998
981375343 - 2318475

State of California



SECRETARY OF STATE NAME CHANGE CERTIFICATE OF QUALIFICATION

C1883528

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **2nd day of October, 1998**, there was filed in this office an Amended Statement of Designation by Foreign Corporation whereby the corporate name of **COHESIVE NETWORK SYSTEMS, INC.**, a corporation organized and existing under the laws of **Delaware**, was changed to **COHESIVE TECHNOLOGY SOLUTIONS, INC.**. This corporation complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California and as of said date has been and is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 6, 1998.



Bill Jones

BILL JONES
Secretary of State

State of California

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this



Bill Jones

Secretary of State

**AMENDED STATEMENT BY
FOREIGN CORPORATION**

State of California
Office of State
Records

OCT - 2 1998

BILL JONES, Secretary of State

COHESIVE TECHNOLOGY SOLUTIONS, INC.,

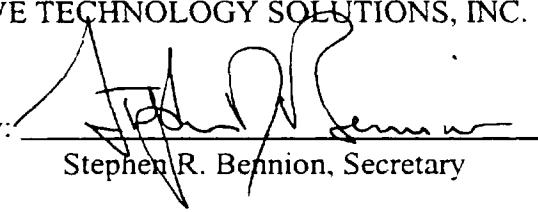
Cohesive Network Systems, Inc., is a corporation organized and existing under the laws of Delaware, and which is presently qualified for the transaction of intrastate business in the State of California, makes the following statement:

That the name of the corporation has been changed to that hereinabove set forth and the name herein relinquished at the time of such change.

COHESIVE NETWORK SYSTEMS, INC.

COHESIVE TECHNOLOGY SOLUTIONS, INC.

By: _____


Stephen R. Bennion, Secretary

21323-00660-795478 V