

10-07-1999



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10/4/99

TO THE HON. COMMISSIONER OF PATENTS & TRADEMARKS: PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPIES THEREOF.

<p>1. NAME AND ADDRESS OF CONVEYING PARTY</p> <p>CUSTOMER OUTSOURCING PERFORMANCE CENTER INC. The Walker Center 5110 Main Street Williamsville, New York 14221</p> <p>(New York Corporation)</p> <p>Additional names of conveying parties attached? No.</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY</p> <p>CUSTOMER OPERATIONS PERFORMANCE CENTER INC. The Walker Center 5110 Main Street Williamsville, New York 14221</p> <p>(New York Corporation)</p> <p>Additional names of receiving parties attached? No.</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name</p> <p>Execution Date: <u>July 7, 1999</u></p>	<p>If assignee is not domiciled in the United States, a designation of domestic representative is attached.</p>
<p>4. APPLICATION OR REGISTRATION NUMBER(S)</p> <p>A. Trademark Application Nos.</p> <p>Additional numbers attached? No.</p>	<p>B. Trademark Registration Nos.</p> <p>2,077,548 2,155,580</p> <p>Additional numbers attached? No.</p>
<p>5. NAME AND ADDRESS OF PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENT SHOULD BE MAILED:</p> <p>TIMOTHY H. HIEBERT SAMUELS, GAUTHIER & STEVENS LLP 225 FRANKLIN STREET, SUITE 3300 BOSTON, MA 02110</p>	<p>6. TOTAL NUMBER OF APPLICATIONS AND REGISTRATIONS INVOLVED: <u>2</u></p> <p>7. TOTAL FEE DUE: \$ <u>65.00</u> (Check enclosed)</p> <p>If any additional fee(s) are due, the Commissioner is hereby authorized to charge the Deposit Account identified in item 8.</p> <p>8. DEPOSIT ACCOUNT NUMBER: <u>19-0079</u></p>
<p>10/06/1999 MTHAI1 00000212 2077548</p> <p>DO NOT USE THIS SPACE</p> <p>01 FC:481 40.00 OP 02 FC:482 25.00 OP</p> <p style="text-align: right; font-size: 2em;">E</p>	
<p>9. STATEMENT AND SIGNATURE</p> <p>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.</p> <p><u>Timothy H. Hiebert</u> <u></u> <u>September 30, 1999</u> 10. Total pages: <u>6</u> Name of Person Signing Signature Signature Date</p>	

FILING RECEIPT

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ENTITY NAME: CUSTOMER OPERATIONS PERFORMANCE CENTER INC.

DOCUMENT TYPE: CERTIFICATE OF AMENDMENT (DOM. BUS.)
NAME

COUNTY: ERIE

SERVICE COMPANY: CSC NETWORKS/PRENTICE HALL

SERVICE CODE: 45

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FILED: 07/27/1999 DURATION: ***** CASH#: 990727000056 FILM #: 990727000052

ADDRESS FOR PROCESS

REGISTERED AGENT

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FILER	FEE	95.00	PAYMENTS,	95.00
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JOHN ROBSHAW, ESQ	FILING	60.00	CASH	0.00
ROBSHAW & ASSOCIATES	TAX	0.00	CHECK	0.00
5672 MAIN ST.	CERT	0.00	CHARGE	0.00
WILLIAMSVILLE, NY 14221	COPIES	10.00	DRAWDOWN	95.00
	HANDLING	25.00	BILLED	0.00
			REFUND	0.00
			-----	-----

319393AEH

DOS-1025 (11/89)

State of New York }
Department of State }^{SS:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUL 28 1999



A handwritten signature in black ink, appearing to read "J. Leube", written over a horizontal line.

Special Deputy Secretary of State

DOS-1266 (5/96)

CSC 45

F 990727000 052

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF
CUSTOMER OUTSOURCING PERFORMANCE CENTER INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

The undersigned, being the President and Secretary of CUSTOMER OUTSOURCING PERFORMANCE CENTER INC., do hereby certify and set forth:

1. The name of the corporation is CUSTOMER OUTSOURCING PERFORMANCE CENTER INC.

2. The Certificate of Incorporation of CUSTOMER OUTSOURCING PERFORMANCE CENTER INC. was filed by the Department of State of the State of New York on the 21st day of March, 1996.

3. Paragraph First of the Certificate of Incorporation of CUSTOMER OUTSOURCING PERFORMANCE CENTER INC., which sets forth the name of the corporation, is hereby amended to read as follows:

"FIRST: The name of the corporation is:

CUSTOMER OPERATIONS PERFORMANCE CENTER INC."

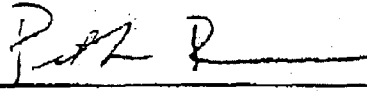
4. This Amendment to the Certificate of Incorporation of CUSTOMER OUTSOURCING PERFORMANCE CENTER INC. was authorized by vote of the Board of Directors followed by the affirmative vote of the holders of a majority of all outstanding

TRADEMARK

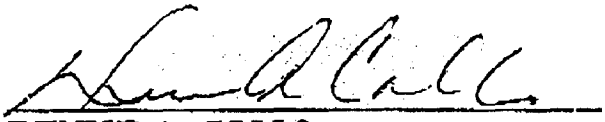
REEL: 001970 FRAME: 0667

shares entitled to vote thereon at a meeting of the Shareholders of said corporation duly called and held on the 7th day of JULY, 1999, a quorum being present.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate this 7th day of JULY, 1999.




PETER L. BLOOM,
President



DENISE A. COLLS,
Secretary

STATE OF NEW YORK)
COUNTY OF ERIE) SS:

On the 7th day of JULY, 1999, before me personally came PETER L. BLOOM and DENISE A. COLLS, to me personally known, and known to me to be the same persons described in and who executed the foregoing Instrument, and they duly acknowledged to me that they executed the same.



Notary Public

JOHN P. ROSENMAN JR.
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 7/1/97

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JUL 27 10 03 AM '99

CERTIFICATE OF AMENDMENT

OF

CUSTOMER OUTSOURCING PERFORMANCE CENTER INC.

Under Section 805 of the Business Corporation Law

ICC

for

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 27 1999

TAX \$ _____
BY: for

Eric

FILED BY: John Robshaw, Esq
Robshaw & Associates
5672 Main St.
Williamsville, NY 14221
Cust. Ref#319393aeh
Draw Down

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