

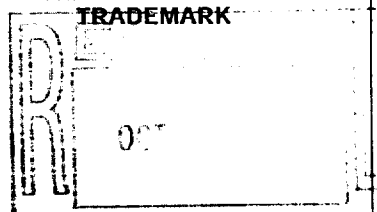
10-13-1999

TRADEMARK



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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
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

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

Execution Date
Month Day Year
07/27/99

Name CUSTOMER OUTSOURCING PERFORMANCE CENTER INC.

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name CUSTOMER OPERATIONS PERFORMANCE CENTER INC.

DBA/AKA/TA

Composed of

Address (line 1) THE WALKER CENTER

Address (line 2) 5110 MAIN STREET

Address (line 3) WILLIAMSVILLE

NEW YORK

14221

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 NEW YORK

FOR OFFICE USE ONLY

10/12/1999 MTHAI1 00000243 2155580

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20221

TRADEMARK

REEL: 001973 FRAME: 0657

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

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).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,155,580"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2,077,548"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

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: #

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.

CANDACE LYNN BELL
Name of Person Signing


Signature

10/07/99
Date Signed

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:

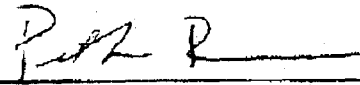
CUSTOMER OPERATIONS PERFORMANCE CENTER INC."


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

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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. ROSSMAN JR.
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 7/30/99

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CSC 45

RECEIVED

JUL 26 3 51 PM '99

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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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



Special Deputy Secretary of State

DOS-1266 (5/96)