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SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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



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Tab settings = = =

11.16.99

To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1. Name of conveying party(ies):

The Metzler Group, Inc.



Name and address of receiving party(ies)

Name: Navigant Consulting, Inc.

11-16-1999

U.S. Patent & TMO/TM Mail Rpt Dt. #31

Internal Address:

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

- Association
- Limited Partnership

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

Street Address: 615 N. Wabash

City: Chicago State: IL ZIP: 60611

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

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: July 15, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/673,493

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: Laura Konrath

Internal Address: Winston & Strawn

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

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

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.

Laura Konrath

Name of Person Signing

Signature

11/10/99

Date

Total number of pages including cover sheet, attachments, and document: 1

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

TRADEMARK
REEL: 001991 FRAME: 0814

**CERTIFICATE OF AMENDMENT OF
THE AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE METZLER GROUP, INC.**

It is hereby certified that:

1. The name of the corporation (the "Corporation") is

The Metzler Group, Inc.

2. The Amended and Restated Certificate of Incorporation, as amended (the "Certificate"), of the Corporation is hereby amended by striking out the text of Article One thereof and by substituting in lieu of said text the following new text:

The name of the corporation (the "Corporation") is:

Navigant Consulting, Inc.

3. The amendment of the Certificate herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

The effective time of the amendment herein certified shall be immediately upon filing or as soon thereafter as possible.

Signed on July 15, 1999


Robert P. Maher, President

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 "THE METZLER GROUP, INC.", CHANGING ITS NAME FROM "THE METZLER GROUP, INC." TO "NAVIGANT CONSULTING, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JULY, A.D. 1999, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 9867399

DATE: 07-15-99

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