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To the Honorable Commissioner of Patents and Trademarks:

... thereof.

1 Name of conveying party (ies): **ESCIENT CORPORATION**

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

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

2 Name and address of receiving party(ies): **ESCIENT, INC. of 12955 Old Meridian Street,
Suite 107, Carmel, Indiana 46302**

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

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

(Designation must be a separate document from Assignment) Additional names and addresses attached? Yes No

3 Nature of conveyance:

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

Execution Date(s): February 16, 1999

4 Application number(s) or registration number(s):

A. Trademark Application No.(s): **75/409813**

B. Trademark Registration No.(s):

C. Additional numbers attached? Yes No

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

**Erick D. Ponader
SOMMER & BARNARD, PC
111 Monument Circle
4000 Bank One Tower
Indianapolis, IN 46204-5198**

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 No.: N/A

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.

Erick D. Ponader,
Name of Person Signing

Erick D. Ponader
Signature

11/15/99
Date

Total number of pages comprising cover sheet: _____

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STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office, Articles of Amendment for:

ESCIENT CORPORATION

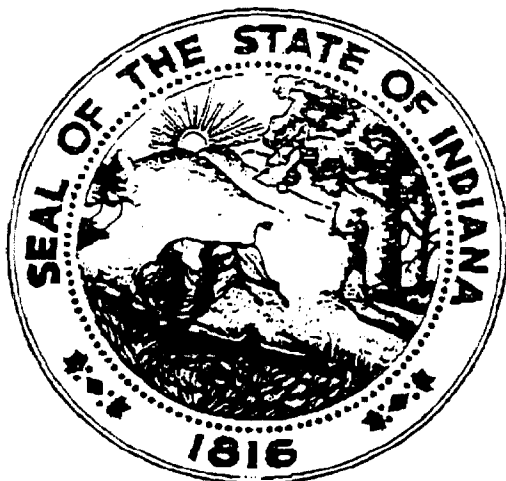
and said Articles of Amendment have been prepared and signed in accordance with the provisions of the Indiana Business Corporation Law, as amended.

The name of the corporation is amended as follows:

ESCIENT, INC.

NOW, THEREFORE, I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is February 15, 1999.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Sixteenth day of February, 1999.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
ESCIENT CORPORATION**

The undersigned officer of Escient Corporation. (hereinafter referred to as the "Corporation"), existing pursuant to the provisions of the Indiana Business Corporation Law (hereinafter referred to as the "Act"), as amended, desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

**ARTICLE I
Amendment**

Section 1. The date of incorporation of the Corporation is December 22, 1998.

Section 2. The name of the corporation following this amendment to the Articles of Incorporation is Escient, Inc.

Section 3.

A. The exact text of Article 1 is now as follows:

The name of the Corporation is Escient, Inc.

B. The exact text of Article 4, Section 4.1 of the Articles of Incorporation is now as follows:

4.1. Amount. The Corporation has authority to issue up to fifty million (50,000,000) shares of capital stock ("Stock").

(a) Common Stock. The Corporation has the authority to issue up to forty million (40,000,000) of the fifty million (50,000,000) shares as Common Stock, which shall have no par value and may be issued in one or more classes or series. The class of Common Stock authorized hereby has unlimited voting rights and is entitled to receive the net assets of the Corporation upon dissolution. The holders of shares of Common Stock have the right, voting separately by class, to cast one vote for each duly authorized, issued and outstanding share of Common Stock held by them upon each question or matter in respect of which, under the Act, such holders are entitled to vote by class. Such holders also have the right to cast one vote for each duly authorized, issued and outstanding share of Common Stock held by them upon each question or matter submitted generally to the holders of shares of the Corporation in respect of which, under the Act, voting by class or by series is not required.

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 SUE ANNE GILROY

(b) Preferred Stock. The Corporation has the authority to issue up to ten million (10,000,000) of the fifty million (50,000,000) shares as a separate and single class of shares known as Preferred Stock, which may be issued in one or more series. The Board of Directors of the Corporation (ABoard@) is vested with authority to determine and state the designations and the preferences, limitations, relative rights and voting rights, if any, of each such series by the adoption and filing in accordance with the Act, before the issuance of any shares of such series, of an amendment or amendments to these Articles determining the terms of such series, which amendment need not be approved by the shareholders or the holders of any class or series of shares except as provided by law. All shares of Preferred Stock of the same series shall be identical with each other in all respects.

ARTICLE II Manner of Adoption and Vote

SECTION 1. The Board of Directors of the Corporation duly adopted a resolution amending the provisions of Article 4, Section 4.1 of the Articles of Incorporation by unanimous written consent effective January 29, 1999.

SECTION 2. The Shareholders approved the Articles of Amendment by a vote of 15,899,294 for and - 0 - against at a meeting held on February 15, 1999. 17,384,986 shares were entitled to vote and 15,899,294 shares were represented at the meeting.

ARTICLE III Compliance with Legal Requirements

The manner of the adoption of these Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify subject to the penalties of perjury that the statements contained herein are true.

DATED: February 15, 1999



Scott A. Jones, Chairman and President

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