

12-01-1999

FORM PTO-1595
1-31-92

RECORD



DEPARTMENT OF COMMERCE
Patent and Trademark Office

MMS 11/19/99

TR

101211448

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original...

copy thereof.

1. Name of conveying party(ies): **ESCIENT, LLC**

<input type="checkbox"/>	Individual(s)	<input type="checkbox"/>	General Partnership
<input type="checkbox"/>	Corporation-State	<input type="checkbox"/>	Association
<input type="checkbox"/>	Limited Partnership	<input checked="" type="checkbox"/>	Other (Limited liability company)

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

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

<input type="checkbox"/>	Individual(s)	<input type="checkbox"/>	General Partnership
<input checked="" type="checkbox"/>	Corporation-State	<input type="checkbox"/>	Association
<input type="checkbox"/>	Limited Partnership	<input type="checkbox"/>	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:

<input type="checkbox"/>	Assignment	<input type="checkbox"/>	Merger
<input type="checkbox"/>	Security Agreement	<input checked="" type="checkbox"/>	Change of Name
<input type="checkbox"/>	Other: Change of Legal Entity from limited liability company to corporation		

Execution Date(s): December 23, 1998 and January 11, 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

<input checked="" type="checkbox"/>	Enclosed
<input type="checkbox"/>	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.

<u>Erick D. Ponader</u> Name of Person Signing	<u><i>Erick D. Ponader</i></u> Signature	<u>11/19/99</u> Date
---	---	-------------------------

Total number of pages comprising cover sheet: _____

DO NOT USE THIS SPACE

0000050 75-409813 40.00
12/01/1999 VBRDMM FC:481

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

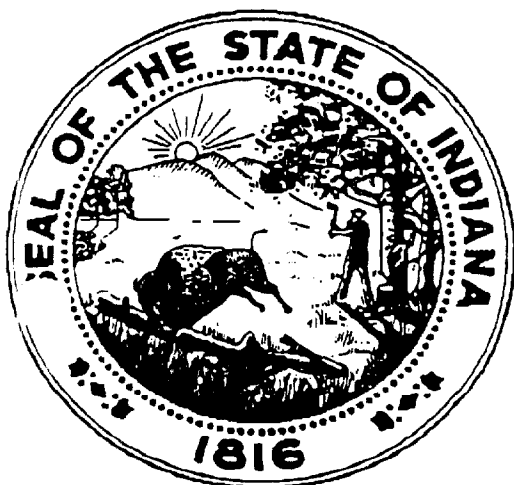
OF

ESCIENT CORPORATION

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Business Corporation Law, as amended.

NOW, THEREFORE, I hereby issue to such corporation this Certificate of Incorporation, and further certify that its corporate existence will begin December 23, 1998.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-third day of December, 1998.



Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy

TRADEMARK
REEL: 001996 FRAME: 0346

**ARTICLES OF INCORPORATION OF
ESCIENT CORPORATION**

RECEIVED
CORPORATIONS DIV.
98 DEC 23 AM 11:26
SUE ANNE GILROY

ARTICLE 1

Name

The name of the Corporation is Escient Corporation.

ARTICLE 2

Registered Office and Registered Agent

The street address of the Corporation's initial registered office in Indiana and the name of its initial registered agent at that office are Nora B. Doherty, 12955 Old Meridian Street, Carmel, Indiana, 46032.

ARTICLE 3

Purpose

The purpose of the Corporation is to transact any or all lawful business for which corporations may be incorporated under the Indiana Business Corporation Law (the "Act").

ARTICLE 4

Shares

4.1. Amount. The Corporation has authority to issue up to forty million (40,000,000) shares of capital stock ("Stock") known as Common Stock, which shall have no par value and may be issued in one or more 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.

4.2. Distributions. The Board has authority to authorize and direct in respect of the issued and outstanding shares of Common Stock (i) the payment of dividends and the making of other distributions by the Corporation at such times, in such amounts and forms, from such sources and upon such terms and conditions as it may, from time to time with respect to each class of stock, determine subject only to the restrictions, limitations, conditions and requirements imposed by the Act, other applicable laws and these Articles, as the same may, from time to time, be amended, and (ii) the making by the Corporation of share dividends and share splits, pro rata and without consideration, in shares of the same class or series or in shares of any other class or series without obtaining the affirmative vote or the written consent of the holders of the shares of the class or

series in which the payment or distribution is to be made. Shareholders shall have no right to any dividend or distribution unless authorized by the Board.

4.3. Acquisition of Shares. The Board has authority to authorize and direct the acquisition by the Corporation of the issued and outstanding shares of Common Stock at such times, in such amounts, from such persons, for such considerations, from such sources and upon such terms and conditions as it may, from time to time, determine upon, subject only to the restrictions, limitations, conditions and requirements imposed by the Act, other applicable laws and these Articles, as the same may, from time to time, be amended.

4.4. Record Ownership of Shares or Rights. The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right of the Corporation (a "Right") is registered on the books of the Corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or Right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 5 Board of Directors

5.1. Number. The number of directors of the Corporation shall not be less than one (1) nor more than eleven (11), as may be specified in the initial Code of By-Laws of the Corporation ("By-Laws") or by amendment to the By-Laws adopted by a majority vote of the directors then in office. The Code of By-Laws may provide for a classified board of directors. The number of initial directors of the Corporation shall be three (3). Directors need not be shareholders of the Corporation.

5.2. Vacancies. Except as may be expressly provided by law, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled by a majority vote of the directors then in office.

5.3. Amendment, Repeal. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of all of the shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend or repeal this Article 5.

ARTICLE 6 Meetings of the Shareholders

6.1. Place of Meetings. All meetings of shareholders of the Corporation shall be held at such place, within or without the State of Indiana, as may be specified in the respective notices or waivers of notice thereof.

6.2. Annual Meeting. The annual meeting of shareholders for the purpose of electing directors and transacting such other business as may properly come before the meeting shall be set

each year by resolution of the Board. Failure to hold the annual meeting shall not work any forfeiture or a dissolution of the Corporation or affect the validity of any corporate action.

6.3. Notice of Meetings and Waiver. A written or printed notice, stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary or by the officers or persons calling the meeting, to each shareholder of the Corporation at the time entitled to vote, at such address as appears upon the records of the Corporation, no fewer than ten nor more than sixty days before the date of the meeting. Notice of any such meeting may be waived in writing by any shareholder, before or after the date and time stated in the notice, if the waiver is delivered to the Corporation for inclusion in the minutes for filing with the corporate records. Attendance at a meeting, in person or by proxy, waives objection to lack of notice or defective notice of the meeting unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting the business at the meeting. Further, a shareholder's attendance at a meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice unless the shareholder objects to considering the matter when it is presented.

6.4. Voting at Meetings.

(a) Voting Rights. Except as otherwise provided by law or by the provisions of the Articles of Incorporation, every holder of Common Stock of the Corporation shall have the right at all meetings of the shareholders of the Corporation to one vote for each share of Common Stock standing in his name on the books of the Corporation.

(b) Proxies. A shareholder may vote, either in person or by proxy by the shareholder or a duly authorized attorney-in-fact.

(c) Quorum. At any meeting of shareholders, a majority of the shares outstanding and entitled to vote on the business to be transacted at such meeting, represented in person or by proxy, shall constitute a quorum.

6.5. Participation in Meetings by Means of Conference or Other Similar Communications Equipment. Any shareholder may participate in an annual or special meeting of the shareholders by, or through the use of, any means of communication by which all shareholders participating may simultaneously hear each other during the meeting. A shareholder participating in such a meeting by this means is deemed to be present in person at the meeting.

6.6. Shareholder Demand for Special Meeting. The By-Laws may provide that a special meeting of the shareholders must be held on the demand of holders of shares of Common Stock representing the percentage of the shares of Common Stock of the Corporation then outstanding specified in the By-Laws, provided that such percentage shall not be less than twenty-five percent (25%) of the shares of Common Stock then outstanding. In the absence of such a provision in the By-Laws, the percentage of ownership specified in IND. CODE § 23-1-29-2 shall govern the calling of special meetings on the demand of shareholders.

ARTICLE 7
Indemnification

7.1. Definitions. Terms defined in Chapter 37 of the Indiana Business Corporation Law (IND. CODE §§ 23-1-37-1, et seq.) which are used in this Article 7 shall have the same definitions for purposes of this Article 7 they have in such chapter of the Indiana Business Corporation Law.

7.2. Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise whether or not for profit, against liability and expenses, including attorneys fees, incurred by him in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, in which he is made or threatened to be made a party by reason of being or having been in any such capacity, or arising out of his status as such, except (i) in the case of any action, suit, or proceeding terminated by judgment, order, or conviction, in relation to matters as to which he is adjudged to have breached or failed to perform the duties of his office and the breach or failure to perform constituted willful misconduct or recklessness; and (ii) in any other situation, in relation to matters as to which it is found by a majority of a committee composed of all directors not involved in the matter in controversy (whether or not a quorum) that the person breached or failed to perform the duties of his office and the breach or failure to perform constituted willful misconduct or recklessness. The Corporation may pay for or reimburse reasonable expenses incurred by a director or officer in defending any action, suit, or proceeding in advance of the final disposition thereof upon receipt of (i) a written affirmation of the director's or officer's good faith belief that such director or officer has met the standard of conduct prescribed by Indiana law; and (ii) an undertaking of the director or officer to repay the amount paid by the Corporation if it is ultimately determined that the director or officer is not entitled to indemnification by the Corporation.

7.3. Other Employees or Agents of the Corporation. The Corporation may, in the discretion of the Board, fully or partially provide the same rights of indemnification and reimbursement as hereinabove provided for directors and officers of the Corporation to other individuals who are or were employees or agents of the Corporation or who are or were serving at the request of the Corporation as employees or agents of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise whether or not for profit.

7.4. Nonexclusive Provision. The indemnification authorized under this Article 7 is in addition to all rights to indemnification granted by Chapter 37 of the Indiana Business Corporation Law (IND. CODE §§ 23-1-37-1, et seq.) and in no way limits the indemnification provisions of such Chapter.

ARTICLE 8
Provisions for Certain Business Combinations

8.1 Vote Required.

(a) **Higher Vote for Certain Business Combinations.** In addition to any affirmative vote required by law or these Articles of Incorporation, and except as otherwise expressly provided in Section 8.2 of this Article 8:

(1) Any merger or consolidation or any similar transaction of the Corporation or any Subsidiary (as hereinafter defined) with (A) any Interested Shareholder (as hereinafter defined), or (B) any other corporation (whether or not itself an Interested Shareholder) which is, or after such merger or consolidation would be, an Affiliate (as hereinafter defined) or an Interested Shareholder;

(2) Any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Interested Shareholder or any Affiliate of any Interested Shareholder of any assets of the Corporation or any Subsidiary having an aggregate Fair Market Value of \$10,000,000 or more;

(3) The issuance or transfer by the Corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any Subsidiary to any Interested Shareholder or any Affiliate of any Interested Shareholder in exchange for cash, securities or other property (or a combination thereof) having an aggregate Fair Market Value of \$10,000,000 or more;

(4) The adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Interested Shareholder or any Affiliate of any Interested Shareholder; or

(5) Any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving an Interested Shareholder) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly owned by any Interested Shareholder or any Affiliate of any Interested Shareholder;

shall require the affirmative vote of the holders of at least 80% of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), voting together as a single class (it being understood that for purposes of this Article 8, each share of the Voting Stock shall have the number of votes granted to it pursuant to Article 4 of these Articles of Incorporation). Such affirmative vote shall be required, notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law or in any agreement with any national securities exchange or otherwise.

(b) Definition of "Business Combination." The term "Business Combination" as used in this Article 8 shall mean any transaction which is referred to in any one or more of paragraphs (1) through (5) of Clause (a) of this Section 8.1.

8.2. When Higher Vote is Not Required. The provisions of Section 8.1 of this Article 8 shall not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote as is required by law and any other provision of these Articles of Incorporation, if all of the conditions specified in either of the following Clauses (a) and (b) are met:

(a) Approval by Continuing Directors. The Business Combination shall have been approved by a majority of the Continuing Directors (as hereinafter defined).

(b) Price and Procedure Requirements. All of the following conditions shall have been met:

(1) The aggregate amount of the cash and the Fair Market Value (as hereinafter defined) as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the highest of the following:

(A) The highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Shareholders for any shares of Common Stock acquired by it (i) within the two-year period immediately prior to the first public announcement of the proposal of the Business Combination (the "Announcement Date") or (ii) in the transaction in which it became an Interested Shareholder, whichever is higher;

(B) The Fair Market Value Per Share of Common Stock on the Announcement Date or on the date on which the Interested Shareholder became an Interested Shareholder (such latter date is referred to in this Article 7 as the "Determination Date"), whichever is higher; and

(C) The price per share equal to the Fair Market Value per share of Common Stock determined pursuant to Clause (b)(1)(B) above, multiplied by the ratio of (i) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Shareholder for any shares of Common Stock acquired by it within the two-year period immediately prior to the Announcement Date to (ii) the Fair Market Value per share of Common Stock on the first day in such two-year period upon which the Interested Shareholder acquired any shares of Common Stock.

(2) The aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of shares of any other class or series of outstanding Voting

Stock shall be at least equal to the highest of the following (it being intended that the requirements of this Clause (b)(2) shall be required to be met with respect to every class of outstanding Voting Stock whether or not the Interested Shareholder has previously acquired any Shares of a particular class of Voting Stock):

(A) The highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Shareholder for any shares of such class of Voting Stock acquired by it (i) within the two-year period immediately prior to the Announcement Date or (ii) in the transaction in which it became an Interested Shareholder, whichever is higher;

(B) The highest preferential amount per share to which the holders of shares of such class of Voting Stock are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(C) The Fair Market Value per share of such class of Voting Stock on the Announcement Date or on the Determination Date, whichever is higher; and

(D) The price per share equal to the Fair Market Value per share of such class of Voting Stock determined pursuant to Clause (b)(2)(C) above, multiplied by the ratio of (i) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Shareholder for any shares of such class of Voting Stock acquired by it within the two-year period immediately prior to the Announcement Date or (ii) the Fair Market Value per share of such class of Voting Stock on the first day in such two-year period upon which the Interested Shareholder acquired any shares of such class of Voting Stock;

(3) The consideration to be received by holders of a particular class of outstanding Voting Stock (including Common Stock) shall be in cash or in the same form as the Interested Shareholder has previously paid for shares of such class of Voting Stock. If the Interested Shareholder has paid for shares of any class of Voting Stock with varying forms of consideration, the form of consideration for such class of Voting Stock shall be either cash or the form used to acquire the largest number of shares of such class of Voting Stock previously acquired by it.

(4) After such Interested Shareholder has become an Interested Shareholder and prior to the consummation of such Business Combination:

(A) except as approved by a majority of the Continuing Directors, there shall have been no failure to declare and pay at the regular date therefor any full quarterly dividends (whether or not cumulative) on any outstanding preferred stock;

(B) there shall have been (i) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock), except as approved by a majority of the Continuing Directors, and (ii) an increase in such annual rate of dividends as necessary to reflect any

reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of the Common Stock, unless the failure so to increase such annual rate is approved by a majority of the Continuing Directors; and

(C) such Interested Shareholder shall have not become the beneficial owner of any additional shares of Voting Stock except as part of the transaction which results in such Interested Shareholder becoming an Interested Shareholder.

(5) After such Interested Shareholder has become an Interested Shareholder, such Interested Shareholder shall not have received the benefit, directly or indirectly (except proportionately as a shareholder), of any loans, advances, guarantees, Pledges Or Other financial assistance or any tax credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise.

(6) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations) shall be mailed to shareholders of the Corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions).

8.3. Certain Definitions. For the purposes of this Article 8:

(a) A "person" shall include any individual, firm, corporation or other entity. When two or more persons act as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring voting stock of the Company, such partnership, syndicate or group shall be deemed a "person."

(b) "Interested Shareholder" shall mean any person (other than the Corporation or any Subsidiary) who or which:

(1) Is the beneficial owner, directly or indirectly, of more than 10% of the voting power of the outstanding Voting Stock;

(2) Is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of 10% or more of the voting power of the then outstanding Voting Stock; or

(3) Is an assignee of or has otherwise succeeded to any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by any Interested Shareholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

(c) A person shall be a "beneficial owner" of any Voting Stock:

(1) Which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly;

(2) Which such person or any of its Affiliates or Associates has (A) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (B) the right to vote pursuant to any agreement, arrangement or understanding; or

(3) Which are beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock.

(d) For the purpose of determining whether a person is an Interested Shareholder pursuant to Clause (b) of this Section 8.3, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of Clause (c) of this Section 8.3, but shall not include any other shares of Voting Stock which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.

(e) "Affiliate" or "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended.

(f) "Subsidiary" means any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation; provided, however, that for the purposes of the definition of Interested Shareholders set forth in Clause (b) of this Section 8.3, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.

(g) "Continuing Director" means any member of the Board of the Corporation who is unaffiliated with the Interested Shareholder and was a member of the Board prior to the time that the Interested Shareholder became an Interested Shareholder, and any successor of a Continuing Director who is unaffiliated with the Interested Shareholder and is recommended to succeed a Continuing Director by a majority of Continuing Directors then on the Board.

(h) "Fair Market Value" means:

(1) In the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape for New York Stock Exchange listed stock, or if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Securities Exchange Act

of 1934 on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotations System or any system then in use, or if no such quotation of a share of such stock as determined by the Board in good faith; and

(2) In the case of property other than cash or stock, the fair market value of such property on the date in question as determined by the Board in good faith.

(i) In the event of any Business Combination in which the Corporation survives, the phrase "other consideration to be received" as used in Clauses (b)(1) and (2) of Section 8.2 of this Article 8 shall include the shares of Common Stock and/or the shares of any other class of outstanding Voting Stock by the holders of such shares.

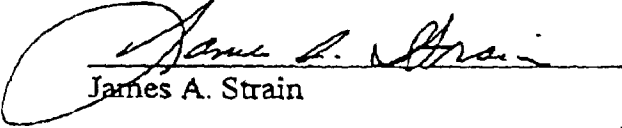
8.4. Powers of the Board. A majority of the directors of the Corporation shall have the power and duty to determine for the purposes of this Article 8, on the basis of information known to them after reasonable inquiry, (a) whether a person is an Interested Shareholder, (b) the number of shares of Voting Stock beneficially owned by any person, (c) whether a person is an Affiliate or Associate of another and (d) whether the assets which are the subject of any Business Combination have, or the consideration to be received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination has, an aggregate Fair Market Value of \$1,000,000 or more.

8.5 No Effect on Fiduciary Obligations of Interested Shareholders. Nothing contained in this Article 8 shall be construed to relieve any Interested Shareholder from any fiduciary obligation imposed by law.

8.6 Amendment, Repeal, etc. Notwithstanding any other provisions of these Articles of Incorporation or the By-Laws of the Corporation (and notwithstanding the fact that a lesser percentage may be specified by law, these Articles of Incorporation or the By-Laws of the Corporation), the affirmative vote of the holders of 80% or more of the voting power of the shares of the then outstanding Voting Stock, voting together as a single class, shall be required to amend or repeal, or adopt provisions inconsistent with, this Article 8 of these Articles of Incorporation.

ARTICLE 9
Incorporator

The name and address of the incorporator of the Corporation are James A. Strain, Sommer and Barnard, PC, 4000 Bank One Tower, 111 Monument Circle, Indianapolis, IN 46204-5140.


James A. Strain

This instrument was prepared by James A. Strain, Sommer & Barnard, PC, 4000 Bank One Tower, 111 Monument Circle, Indianapolis, IN 46204-5140.

X:\WPDATA\VAS\ESCIEN\ARTICLES.DOC

WRITTEN CONSENT TO RESOLUTIONS
OF THE BOARD OF MANAGERS OF ESCIENT, LLC

December 18, 1998

The undersigned, being all of the members of the Board of Managers of Escient, LLC, an Indiana limited liability company (the "Company"), acting under the provisions of the Indiana Business Flexibility Act and the Company's Amended and Restated Operating Agreement dated December 24, 1996 ("Operating Agreement"), hereby take the following actions in lieu of a special meeting of the Board of Managers:

I.

WHEREAS, In accordance with the provisions of Section 12.1 of the Operating Agreement, the Board of Managers has determined that it is in the best interests of the Company to convert its legal form of organization from a limited liability company organized under the Indiana Business Flexibility Act to a corporation (the "Corporation") organized under the Indiana Business Corporation Law (the "Plan of Conversion").

NOW, THEREFORE, BE IT RESOLVED, That the Plan of Conversion, detailed hereinbelow, is hereby approved.

RESOLVED, That the name of the Corporation shall be "Escient Corporation."

RESOLVED, That the forms of Articles of Incorporation ("Articles"), Code of Bylaws ("Bylaws") and Initial Subscription for the Common Shares ("Initial Subscription") of Escient Corporation attached hereto as Exhibit A, Exhibit B and Exhibit C, respectively, are hereby approved effective as of the date hereof (the Articles, the Bylaws and the Initial Subscription are hereinafter collectively referred to as the "Conversion Documents").

RESOLVED, That, pursuant to Section 12.1 of the Operating Agreement, the members of the present Board of Managers of the Company shall serve as the initial Board of Directors of the Corporation and the present officers of the Company shall serve as the initial officers of the Corporation.

RESOLVED, That, pursuant to Section 12.3 of the Operating Agreement, in order to consummate the Plan of Conversion, each Unitholder of the Company will, upon request by the Board of Managers (which request is hereby made), subject to the approval of the Plan of Conversion by the Unitholders, transfer and assign all of such Unitholder's right, title and interest in the Company and in the Units held by such Unitholder to the Corporation in exchange for a number of common shares of the Corporation equal to the number of Units so transferred and assigned.

RESOLVED, That, pursuant to the Plan of Conversion, all outstanding options to acquire Units of the Company, whether vested or not, shall be converted into options to acquire an equal number of the common shares of the Corporation upon the same terms and conditions and subject to the same

restrictions as under the options to acquire Units of the Company so converted. In the case of options to acquire Units of the Company that constitute "property transferred in connection with the performance of services" within the meaning of Section 83 of the Internal Revenue Code, conversion into options to acquire common shares of the Corporation shall be pursuant to a "conversion privilege" within the meaning of Treasury Regulation § 1.83-8(b)(6), such conversion privilege, to the extent not heretofore existing, being granted pursuant to the Plan of Conversion.

RESOLVED, That the Board of Managers hereby (i) directs that the Conversion Documents be submitted to the Unitholders for approval, and (ii) recommends to the Unitholders approval of the Plan of Conversion and the Conversion Documents.

RESOLVED, That in the event that the Plan of Conversion and the Conversion Documents are approved by the Unitholders of the Company, the officers of the Company, and each of them singly (including, without limitation, Scott A. Jones as Chairman), are hereby authorized and directed (a) to cause the Articles to be filed with the Indiana Secretary of State's office and (b) to take all such additional action as may be necessary, convenient or proper to consummate the Plan of Conversion and effect the full intent and purposes of the foregoing resolutions.

RESOLVED, That, pursuant to Section 12.3 of the Operating Agreement, the Board of Managers hereby designates Scott A. Jones, the Chairman of the Company, as each Unitholder's true and lawful attorney-in-fact for purposes of approving the Initial Subscription on behalf of each Unitholder.

RESOLVED, That all prior acts and deeds of the officers of the Company, and each of them singly (including Scott A. Jones, as Chairman), in connection with the consummation of the Plan of Conversion, and all documents, certificates, instruments, agreements or affidavits contemplated thereby, are hereby in all respects approved, ratified and confirmed.

II.

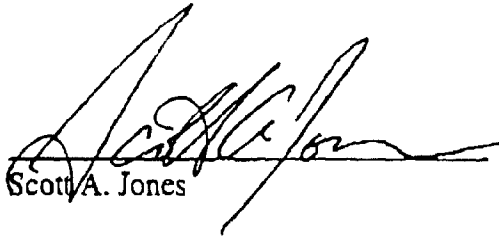
WHEREAS, In accordance with the provisions of Section 17.1 of the Operating Agreement, the Company shall be dissolved and its affairs wound up at any time there ceases to be two or more Unitholders;

WHEREAS, After giving effect to the Plan of Conversion, the Corporation will be the sole Unitholder of the Company.

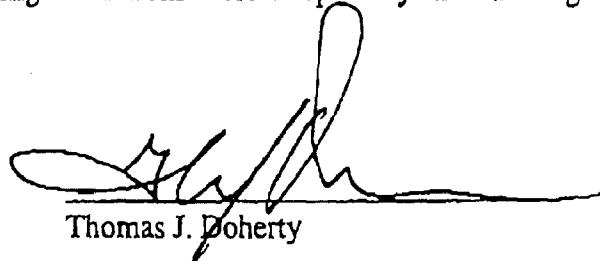
NOW, THEREFORE, BE IT RESOLVED, That after giving effect to the Plan of Conversion, and consistent with the provisions of Article 17 of the Operating Agreement, the Company shall automatically dissolve and the Board of Managers shall (i) wind up all of the Company's affairs, (ii) proceed to distribute to the Corporation all of the assets of the Company (subject to all of the liabilities of the Company), and (iii) cause articles of dissolution of the Company to be filed with the Indiana Secretary of State (the "Dissolution").

RESOLVED, That the officers of the Company, and each of them singly, are hereby authorized and directed to take all actions and steps which may be necessary, convenient or proper to consummate the Dissolution and effect the full intent and purposes of the foregoing resolutions including, without limitation: (i) transferring to the Corporation, as the sole Unitholder, all of assets of the Company, subject to all of the liabilities of the Company, (ii) causing final tax returns to be filed by the Company, and (iii) executing and delivering articles of dissolution, and causing such articles to be filed with the Indiana Secretary of State, at which time the existence of the Company shall cease.

IN WITNESS WHEREOF, the foregoing resolutions were adopted by the undersigned effective as of the date first above written.



Scott A. Jones



Thomas J. Doherty

Paul DeLacey

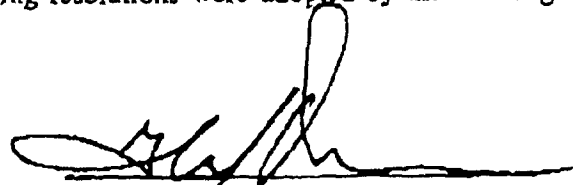
X:\VAS\SCIENT\MANAGER.DOC

RESOLVED, That the officers of the Company, and each of them singly, are hereby authorized and directed to take all actions and steps which may be necessary, convenient or proper to consummate the Dissolution and effect the full intent and purposes of the foregoing resolutions including, without limitation: (i) transferring to the Corporation, as the sole Unitholder, all of assets of the Company, subject to all of the liabilities of the Company, (ii) causing final tax returns to be filed by the Company, and (iii) executing and delivering articles of dissolution, and causing such articles to be filed with the Indiana Secretary of State, at which time the existence of the Company shall cease.


IN WITNESS WHEREOF, the foregoing resolutions were adopted by the undersigned effective as of the date first above written.



 Scott A. Jones



 Thomas J. Doherty



 Paul DeLacey

X:\AS\ESCIENT\MANAGEA.DOC

**Minutes
Special Meeting
Of Unitholders of
Escient, LLC.
Held December 30, 1998**

The meeting was called to order at 10:15 a.m. on Wednesday, December 30, 1998 at the offices of Escient, LLC., 12955 Old Meridian Street, Suite 107, Carmel, IN 46032.

Unitholders Present were Thomas J. Doherty, representing 4,250,000 units and Nora B. Doherty, representing 240,000 units. Scott A. Jones, representing 11,334,984 units was present by proxy constituting a quorum for the purposes of the meeting.

The first item of business was presented:

1. To consider and vote upon a plan to convert the legal form of the Company into a corporation (the "Plan") pursuant to which each issued and outstanding Unit of the Company will be exchanged for a share of a newly formed Indiana corporation, Escient Corporation (the Corporation")

The floor was opened for discussion. There being no discussion, a vote was taken.

The unitholders approved the Plan by a vote of 15,824,984 for and 0 against. 17,384,986 units were entitled to vote and 15,824,984 units were represented.

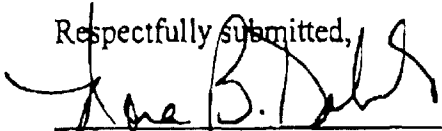
The meeting was recessed.

The meeting was reopened at 4:55 p.m. on Wednesday, December 30, 1998 at the offices of Escient, LLC. 12955 Old Meridian Street, Suite 107 Carmel, IN 46032.

No other unitholders were present.

There being no other business, the meeting was adjourned at 5:00 p.m.

Respectfully submitted,



Nora B. Doherty, Secretary

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF DISSOLUTION

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me Articles of Dissolution for

ESCIENT, LLC

pertaining to the dissolution of said limited liability company by Act of the limited liability company

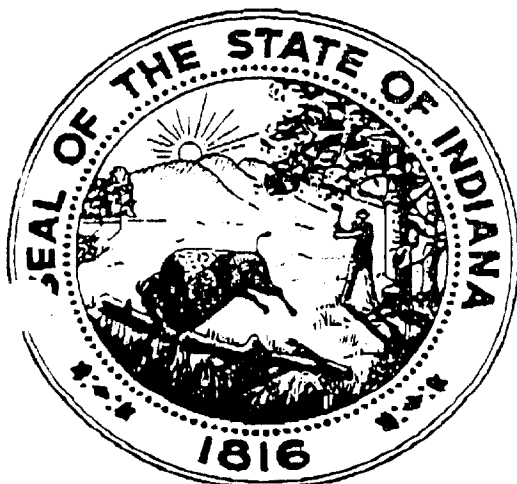
WHEREAS, said Articles of Dissolution have been prepared and signed in accordance with the Indiana Business Flexibility Act, as amended.

WHEREAS, upon due examination, I find that they conform to law:

NOW, THEREFORE, I, SUE ANNE GILROY, Secretary of State, hereby certify that I have this day endorsed my approval upon such copies of Articles so presented, and, having received the fees required by law, have filed one copy of the Articles in this office and returned the remaining copy bearing the endorsement of my approval to the limited liability company.

The effective date of this dissolution is January 11, 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 Eleventh day of January , 1999.



Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

AK
Deputy

**ARTICLES OF DISSOLUTION
OF
ESCIENT, LLC**

RECEIVED
CORPORATE DIV.

Escient, LLC, an Indiana limited liability company (the "Company"), desiring to give notice of corporate action authorizing and effectuating the voluntary dissolution of the Company pursuant to the provisions of the Indiana Business Flexibility Act, as amended, sets forth the following:

99 JAN 5 2:41 PM '98

Article I - Name

The name of the Company is Escient, LLC.

Article II - Date of Organization

The Company was organized on June 26, 1996.

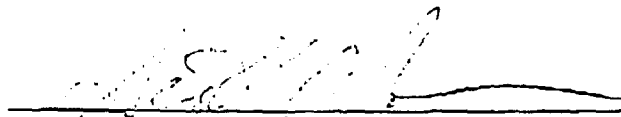
Article III - Address of Principal Office

The principal office address of the Company is 12955 Old Meridian Street, Suite 107, Carmel, Indiana 46032.

Article IV - Date of Dissolution

In accordance with the provisions of the Company's operating agreement, the members of the Company (denominated "Unitholders" under the Company's operating agreement) authorized the voluntary dissolution of the Company. The voluntary dissolution of the Company shall be effective as of the date of the filing of these Articles of Dissolution with the Indiana Secretary of State.

IN WITNESS WHEREOF, the undersigned, being the Chairman and Chief Executive Officer of the Company, hereby executes these Articles of Dissolution and verifies, subject to the penalties of perjury, that the statements contained herein are true this 5th day of January, 1998.



Scott A. Jones
Chairman and Chief Executive Officer

X:\AS\ESCIENT\ART-DIS.DOC