

02-18-2000

Dkt. 30892

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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Form for Trademarks, Patents, and Copyrights

Copy thereof.

U.S. Patent - TMO/TM Mail Rcpt Dt. #57

Enterspect Corporation

- Individual(s)
- General Partnership
- Corporation - of Delaware
- Other _____
- Association
- Limited liability company

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

3. Nature of Conveyance:

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

Execution Date: March 11, 1999

2. Name and address of receiving party(ies):

Name: Opus360 Corporation

Street Address: 733 Third Avenue, 17th Floor

City New York State New York Zip 10017

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - Delaware
- 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 name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

1. Serial No.: 75/621,805 Filed: January 21, 1999 - E-LANCE
2. Serial No.: 75/621,856 Filed: January 22, 1999 - FOUNDATION FOR THE E-LANCE ECONOMY
3. Serial No.: 75/621,879 Filed: January 22, 1999 - ELANCE
4. Serial No.: 75/634,195 Filed: February 10, 1999 - OPUS 360
5. Serial No.: 75/634,196 Filed: February 10, 1999 - OPUS 360

B. Registration No.(s)

Additional numbers attached? Yes No

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

Name: Norman H. Zivin

Internal Address: Cooper & Dunham LLP

Street Address: 1185 Avenue of the Americas
23rd Floor

City: New York State: New York ZIP 10036

6. Total number of applications involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

03-3125

(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.

Norman H. Zivin
Name of Person Signing

[Signature]
Signature

January 11, 2000
Date

Total Number of pages including cover sheet: 3

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Mail documents to be recorded with required cover sheet information to:

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TRADEMARK
REEL: 002025 FRAME: 0415

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 "ENTERSPECT CORPORATION", CHANGING ITS NAME FROM "ENTERSPECT CORPORATION" TO "OPUS360 CORPORATION", FILED IN THIS OFFICE ON THE TWELFTH DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

2934371 8100

991097485

AUTHENTICATION: 9626125

DATE: 03-12-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/12/1999
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AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
ENTERSPECT CORPORATION

The undersigned, Carlos Cashman, being the President and Secretary of Enterspect Corporation, a corporation organized and existing under the laws of the State of Delaware on behalf of said corporation, hereby certifies as follows:

FIRST: The name of the corporation (hereinafter the "Corporation") is Enterspect Corporation.


SECOND: The Certificate of Incorporation of the Corporation as in effect on the date hereof is hereby amended as follows: Article I is hereby deleted in its entirety and the following is inserted in lieu thereof:

ARTICLE I

The name of the Corporation is Opus360 Corporation (the "Corporation")

THIRD: That said Amendment to the Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have executed this Certificate this 11 day of March, 1999.



President and Secretary

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