

04-14-2000



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- Security Agreement Nunc Pro Tunc Assignment
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Effective Date
Month Day Year
6/7/99

Conveying Party

Mark if additional names of conveying parties attached

Name SOLUTIONS ACQUISITION CORP.

Execution Date
Month Day Year
6/7/99

Formerly SOLUTION SELLING, INC.

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name SOLUTION SELLING, INC.

DBA/AKATA

Composed of

Address (line 1) 67 Battery March Street, Suite 500

Address (line 2) Boston, MA 02110

Address (line 3)

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization DELAWARE

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.)

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01 FC:481 40.00 OP
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Area Code and Telephone Number

Name

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| Trademark Application Number(s) | | | Registration Number(s) | | |
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| <input type="text" value="75/664855"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text" value="75/664854"/> | <input type="text" value="75/672662"/> | <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.)

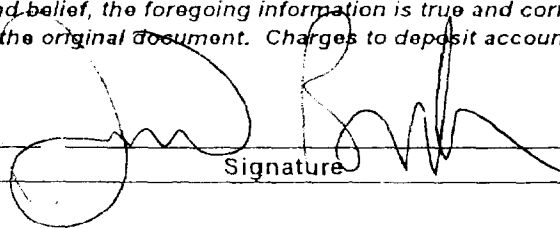
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Statement and Signature

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.

DAVID P. BRANFMAN
Name of Person Signing



Signature

FEB 29 2000
Date Signed

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 "SOLUTIONS ACQUISITION CORP.", CHANGING ITS NAME FROM "SOLUTIONS ACQUISITION CORP." TO "SOLUTION SELLING, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JUNE, A.D. 1999, AT 4 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

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991227790

AUTHENTICATION: 9790276

DATE: 06-08-99

SOLUTIONS ACQUISITION CORP.

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

Solutions Acquisition Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

1. That the Board of Directors of the Company, by the written consent of its sole director, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Company's Certificate of Incorporation:

VOTED: The Certificate of Incorporation of the Company shall be amended such that the First Article thereof, as amended, shall be and read as follows:


"The name of the corporation is Solution Selling, Inc."

2. That in lieu of a meeting and a vote of sole stockholders, the stockholder of the Company has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

3. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

4. That this Certificate of Amendment of the Certificate of Incorporation of the Company shall be effective immediately upon filing.

SOLUTIONS ACQUISITION CORP.

By: 
Rajiv Bhatt
Secretary

744270.1

TOTAL P.02