

05-24-2000

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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

OPR/FINANCE

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
 - Security Agreement
 - Merger
 - Change of Name
 - Other _____
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Day Year
04 03 00

Conveying Party

Mark if additional names of conveying parties attached

Name RAYMOND KARSAN ASSOCIATES, INC.

Execution Date
Month Day Year
03 22 00

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization PENNSYLVANIA

Receiving Party

Mark if additional names of receiving parties attached

Name TALENTPOINT TECHNOLOGIES, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) _____

Address (line 2) 170 SOUTH WARNER ROAD

Address (line 3) WAYNE

PA

U. S. A.

19072

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

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.)

Citizenship/State of Incorporation/Organization PENNSYLVANIA

05/23/2000 ASCOTT 00000060 161322 2144575

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002077 FRAME: 0793

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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.

MINDY ELLIS SCHWARTZ

Name of Person Signing

Signature

Date Signed

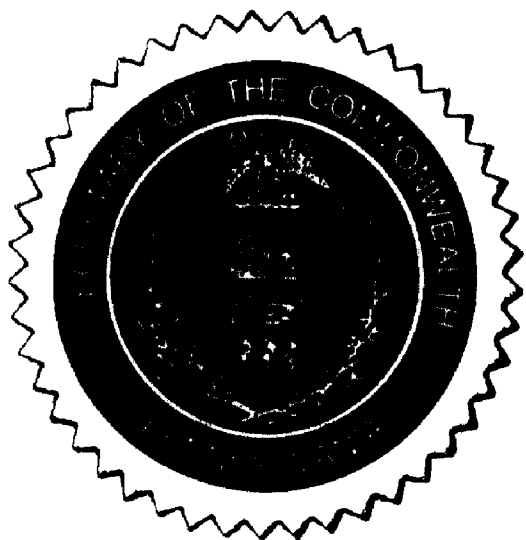
C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

APRIL 13, 2000

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, That from an examination of the indices and records of this department, it appears that Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania on April 3, 2000 for RAYMOND KARSAN ASSOCIATES, INC., a Pennsylvania corporation, incorporated November 24, 1999, whereby the corporate name was changed to TALENTPPOINT TECHNOLOGIES, INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in black ink, reading "Kim Dujongulth".

Secretary of the Commonwealth

JSOW

TRADEMARK
REEL: 002077 FRAME: 0795

Microfilm Number _____

Filed with the Department of State on _____

Entry Number _____

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1818 (Rev 91)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Raymond Karsan Associates, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 170 South Warner Road, Suite 110, Wayne, PA 19087 Montgomery
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: 15 Pa. C.S. Section 1306

4. The date of its incorporation is: November 24, 1999

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b)

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

Article First of the Articles of Incorporation is hereby amended in its entirety to read "The name of the corporation is: TalentPoint Technologies, Inc."

The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part of

DSC8:15-1915 (Rev 91)-2

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by authorized officer thereof this 22nd day of March 2000.

Raymond Karsan Associates, Inc.
(Name of Corporation)

BY: Nooruddin Karsan
(Signature)

TITLE: Nooruddin Karsan, CEO