

06-23-2000



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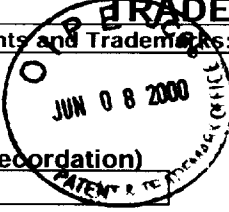
**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

MRD 6-8-00

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 License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
February 28, 2000

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
February 28, 2000

Name Tekmetrics, Inc.

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Brainbench, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 111 M Carpenter Drive - Suite 150

Address (line 2) _____

Address (line 3) Sterling Virginia 20164

- Individual General Partnership Limited Partnership Corporation Association

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 State of Delaware

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FOR OFFICE USE ONLY

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40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Name of Person Signing

Signature

Date Signed

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)

<input type="text" value="75/928,493"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.)

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.

Marcia A. Auberger

Name of Person Signing

Marcia A. Auberger

Signature

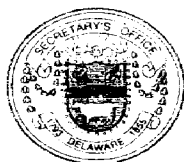
June 8, 2000

Date Signed

Office of the Secretary of State

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 "TEKMETRICS, INC.", CHANGING ITS NAME FROM "TEKMETRICS, INC." TO "BRAINBENCH, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

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



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0283055

DATE: 02-28-00

TRADEMARK
REEL: 002092 FRAME: 0161

**AMENDMENT TO THE
RESTATED CERTIFICATE OF INCORPORATION OF
TEKMETRICS, INC.**

This is to certify that the following Amendment to the Restated Certificate of Incorporation of TekMetrics, Inc. (the "Company"), was adopted by the Board of Directors of the Company and approved by the written consent of stockholders eligible to vote and holding the requisite number of shares pursuant to the provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware, as amended, and to that end, does by this Amendment to the Restated Certificate of Incorporation set forth the following:

1. Article **FIRST** of the Restated Certificate of Incorporation is hereby amended by deleting the existing Article **FIRST** and substituting the following in its place:

"FIRST: The name of the corporation is Brainbench, Inc. (the "Corporation").

2. Article **FOURTH** of the Restated Certificate of Incorporation is hereby amended by deleting the existing first paragraph of Article **FOURTH** and substituting the following in its place:

"FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 12,806,202 shares, consisting of (a) 12,000,000 shares of common stock, par value \$.01 per share (the "Common Stock"), and (b) 806,202 shares of preferred stock, par value \$.01 per share (the "Preferred Stock"), of which (i) 333,333 shares are designated

Series A Convertible Preferred Stock and 472,869 shares are designated Series B Convertible Preferred Stock.”

3. Effective upon the filing by the Secretary of State of the State of Delaware of this Amendment to the Restated Certificate of Incorporation (the “Effective Time”), each share of common stock of the Company, par value \$0.01 per share (the “Old Common Stock”), issued and outstanding or reserved for issuance or held in treasury shall automatically, and without any action by the holder thereof, be reclassified into 4 shares of common stock of the Company, par value \$0.01 per share (the “New Common Stock”), and each certificate which prior to the Effective Time represented one share of the Old Common Stock shall, from and after the Effective Time, be deemed to represent 4 shares of the New Common Stock. No fractional shares shall be issued pursuant to this reclassification. If any fractional share would be delivered upon this reclassification, the Company, in lieu of delivering such fractional share, shall round down to the nearest whole number.

4. This Amendment to the Restated Certificate of Incorporation has been duly executed in accordance with Section 103 of the General Corporation Law of the State of Delaware.

I, THE UNDERSIGNED, being the President and Chief Executive Officer of the Company hereinabove named, for the purpose of amending the Restated Certificate of Incorporation of the Company, pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand and seal this 28th day of February, 2000.



Michael J. Russiello
President and Chief Executive Officer