

07-19-2000



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REGISTRATION FORM COVER SHEET  
TRADEMARKS ONLY

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

75928543

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- 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

FOR OFFICE USE ONLY

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FC:481 40.00 OP

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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. 20503

REEL: 002104 FRAME: 0100

**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.

Marcia A. Auberger  
Name of Person Signing

Marcia Auberger  
Signature

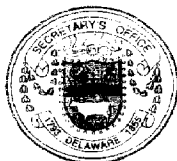
June 20, 2000  
Date Signed

Office of the Secretary of State

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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.



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

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0283055

DATE: 02-28-00

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TRADEMARK  
REEL: 002104 FRAME: 0102

**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 28<sup>th</sup> day of February, 2000.



Michael J. Russiello  
President and Chief Executive Officer