



11-17-2000

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

10-23-2000



U.S. Patent & TMO/PTM Mail Rcpt Dt. #61

Office of Patents and Trademarks.

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hereof.

1. Name of conveying party: Escient, LLC

10-23-00

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Indiana
- Other Indiana Limited Liability Company

Additional name(s) of conveying parties(ies) attached: Yes No

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

Name: Escient, Inc.
 Internal Address: _____
 Street Address: 6325 Digital Way
 City: Indianapolis State: IN Zip: 46278

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of Indiana
- 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

3. Nature of Conveyance:

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

Execution Date: December 30, 1998

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

A. Trademark Application No.(s)

B. Trademark registration No.(s):
2,171,311 2,172,920, 2,206,720

Additional numbers attached? Yes No

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

Name: C. Joe Miller
 Internal Address: ICE MILLER
 Street Address: One American Square, Box 82001
 City: Indianapolis State: Indiana ZIP: 46282

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 09-0007

(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.

C. Joe Miller
Name of Person Signing

Signature

10/16/2000
Date

Total number of pages including cover sheet: 6

OMB No. 0651-0011 (exp 4/94)

Do not detach this portion

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

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Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

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**TRADEMARK
REEL: 002177 FRAME: 0208**

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office, Articles of Amendment for:

ESCIENT CORPORATION

and said Articles of Amendment have been prepared and signed in accordance with the provisions of the Indiana Business Corporation Law, as amended.

The name of the corporation is amended as follows:

ESCIENT, INC.

NOW, THEREFORE, I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is February 16, 1999.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Sixteenth day of February, 1999.

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State

[Signature]
Deputy

**Minutes
Special Meeting
Of Unitholders of
Escient, LLC.
Held December 30, 1998**

The meeting was called to order at 10:15 a.m. on Wednesday, December 30, 1998 at the offices of Escient, LLC., 12955 Old Meridian Street, Suite 107, Carmel, IN 46032.

Unitholders Present were Thomas J. Doherty, representing 4,250,000 units and Nora B. Doherty, representing 240,000 units. Scott A. Jones, representing 11,334,984 units was present by proxy constituting a quorum for the purposes of the meeting.

The first item of business was presented:

1. To consider and vote upon a plan to covert the legal form of the Company into a corporation (the "Plan") pursuant to which each issued and outstanding Unit of the Company will be exchanged for a share of a newly formed Indiana corporation, Escient Corporation (the Corporation")

The floor was opened for discussion. There being no discussion, a vote was taken.

The unitholders approved the Plan by a vote of 15,824,984 for and 0 against. 17,384,986 units were entitled to vote and 15,824,984 units were represented.

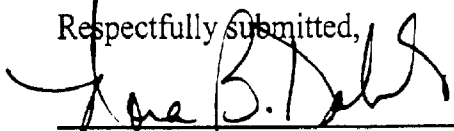
The meeting was recessed.

The meeting was reopened at 4:55 p.m. on Wednesday, December 30, 1998 at the offices of Escient, LLC. 12955 Old Meridian Street, Suite 107 Carmel, IN 46032.

No other unitholders were present.

There being no other business, the meeting was adjourned at 5:00 p.m.

Respectfully submitted,



Nora B. Doherty, Secretary

**WRITTEN CONSENT TO RESOLUTIONS
OF THE BOARD OF MANAGERS OF ESCIENT, LLC**

December 18, 1998

The undersigned, being all of the members of the Board of Managers of Escient, LLC, an Indiana limited liability company (the "Company"), acting under the provisions of the Indiana Business Flexibility Act and the Company's Amended and Restated Operating Agreement dated December 24, 1996 ("Operating Agreement"), hereby take the following actions in lieu of a special meeting of the Board of Managers:

I.

WHEREAS, In accordance with the provisions of Section 12.1 of the Operating Agreement, the Board of Managers has determined that it is in the best interests of the Company to convert its legal form of organization from a limited liability company organized under the Indiana Business Flexibility Act to a corporation (the "Corporation") organized under the Indiana Business Corporation Law (the "Plan of Conversion").

NOW, THEREFORE, BE IT RESOLVED, That the Plan of Conversion, detailed hereinbelow, is hereby approved.

RESOLVED, That the name of the Corporation shall be "Escient Corporation."

RESOLVED, That the forms of Articles of Incorporation ("Articles"), Code of Bylaws ("Bylaws") and Initial Subscription for the Common Shares ("Initial Subscription") of Escient Corporation attached hereto as Exhibit A, Exhibit B and Exhibit C, respectively, are hereby approved effective as of the date hereof (the Articles, the Bylaws and the Initial Subscription are hereinafter collectively referred to as the "Conversion Documents").

RESOLVED, That, pursuant to Section 12.1 of the Operating Agreement, the members of the present Board of Managers of the Company shall serve as the initial Board of Directors of the Corporation and the present officers of the Company shall serve as the initial officers of the Corporation.

RESOLVED, That, pursuant to Section 12.3 of the Operating Agreement, in order to consummate the Plan of Conversion, each Unitholder of the Company will, upon request by the Board of Managers (which request is hereby made), subject to the approval of the Plan of Conversion by the Unitholders, transfer and assign all of such Unitholder's right, title and interest in the Company and in the Units held by such Unitholder to the Corporation in exchange for a number of common shares of the Corporation equal to the number of Units so transferred and assigned.

RESOLVED, That, pursuant to the Plan of Conversion, all outstanding options to acquire Units of the Company, whether vested or not, shall be converted into options to acquire an equal number of the common shares of the Corporation upon the same terms and conditions and subject to the same

restrictions as under the options to acquire Units of the Company so converted. In the case of options to acquire Units of the Company that constitute "property transferred in connection with the performance of services" within the meaning of Section 83 of the Internal Revenue Code, conversion into options to acquire common shares of the Corporation shall be pursuant to a "conversion privilege" within the meaning of Treasury Regulation § 1.83-8(b)(6), such conversion privilege, to the extent not heretofore existing, being granted pursuant to the Plan of Conversion.

RESOLVED, That the Board of Managers hereby (i) directs that the Conversion Documents be submitted to the Unitholders for approval, and (ii) recommends to the Unitholders approval of the Plan of Conversion and the Conversion Documents.

RESOLVED, That in the event that the Plan of Conversion and the Conversion Documents are approved by the Unitholders of the Company, the officers of the Company, and each of them singly (including, without limitation, Scott A. Jones as Chairman), are hereby authorized and directed (a) to cause the Articles to be filed with the Indiana Secretary of State's office and (b) to take all such additional action as may be necessary, convenient or proper to consummate the Plan of Conversion and effect the full intent and purposes of the foregoing resolutions.

RESOLVED, That, pursuant to Section 12.3 of the Operating Agreement, the Board of Managers hereby designates Scott A. Jones, the Chairman of the Company, as each Unitholder's true and lawful attorney-in-fact for purposes of approving the Initial Subscription on behalf of each Unitholder.

RESOLVED, That all prior acts and deeds of the officers of the Company, and each of them singly (including Scott A. Jones, as Chairman), in connection with the consummation of the Plan of Conversion, and all documents, certificates, instruments, agreements or affidavits contemplated thereby, are hereby in all respects approved, ratified and confirmed.

II.

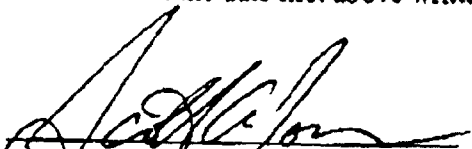
WHEREAS, In accordance with the provisions of Section 17.1 of the Operating Agreement, the Company shall be dissolved and its affairs wound up at any time there ceases to be two or more Unitholders;

WHEREAS, After giving effect to the Plan of Conversion, the Corporation will be the sole Unitholder of the Company.

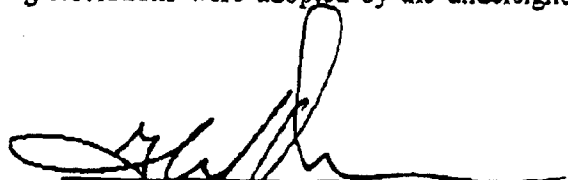
NOW, THEREFORE, BE IT RESOLVED, That after giving effect to the Plan of Conversion, and consistent with the provisions of Article 17 of the Operating Agreement, the Company shall automatically dissolve and the Board of Managers shall (i) wind up all of the Company's affairs, (ii) proceed to distribute to the Corporation all of the assets of the Company (subject to all of the liabilities of the Company), and (iii) cause articles of dissolution of the Company to be filed with the Indiana Secretary of State (the "Dissolution").

RESOLVED, That the officers of the Company, and each of them singly, are hereby authorized and directed to take all actions and steps which may be necessary, convenient or proper to consummate the Dissolution and effect the full intent and purposes of the foregoing resolutions including, without limitation: (i) transferring to the Corporation, as the sole Unitholder, all of assets of the Company, subject to all of the liabilities of the Company, (ii) causing final tax returns to be filed by the Company, and (iii) executing and delivering articles of dissolution, and causing such articles to be filed with the Indiana Secretary of State, at which time the existence of the Company shall cease.


IN WITNESS WHEREOF, the foregoing resolutions were adopted by the undersigned effective as of the date first above written.



Scott A. Jones



Thomas J. Doherty



Paul DeLacey

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