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FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

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COMMERCE Patent and Trademark Office

08-31-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #22

To the Commissioner of Patent and Trademarks : Please record the attached original documents or copy thereof.

<p>1. Name of conveying party: <u>8-31-00</u> Targeted Marketing Solutions, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: June 12, 2000</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Imagitas, Inc. Internal Address: Floor 1 Street Address: 156 Oak Street Newton Upper Falls, MA 02464-1440</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State - Delaware _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) 75/897950; 75/882076; 75/882078; 75/897951; 76/029053</p> <p>B. Trademark Registration No.(s)</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
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<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Randy J. Pritzker Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210</p>	<p>6. Total number of applications and registrations involved:..... [5]</p> <p>7. Total fee (37 CFR 3.41).....\$ 140.00 <input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account The Commissioner is authorized to charge:</p> <p>8. Deposit Account No: 23/2825</p>
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<p>9. Statement and signature <i>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.</i></p> <p><u>Randy J. Pritzker</u> <u>Randy J. Pritzker</u> <u>8-29-00</u> Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: [2]</p>
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Mail documents to be recorded with required cover sheet information to: Box Assignment, Commissioner of Patent and Trademarks, Washington, D.C. 20231

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CERTIFICATE OF AMENDMENT

OF

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

TARGETED MARKETING SOLUTIONS, INC.

TARGETED MARKETING SOLUTIONS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY THAT:

FIRST: That the Board of Directors of the Corporation has duly adopted a resolution, pursuant to Section 141 and 242 of the General Corporation Law of the State of Delaware, proposing and declaring advisable the following amendment to Article I of the Amended and Restated Certificate of Incorporation of the Corporation:

RESOLVED: that the Amended and Restated Certificate of Incorporation of this Corporation (the "Charter") be amended by a Certificate of Amendment (the "Certificate") so that Article I of the Charter reads as follows in its entirety:

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

SECOND: That in lieu of a special meeting and vote of the stockholders of the Corporation, that stockholders representing a majority of the outstanding stock of the Corporation entitled to vote thereon have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

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

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Brett H. Matthews, its Chairman of the Board and Chief Executive Officer this 12th day of June, 2000.

TARGETED MARKETING SOLUTIONS, INC.

By: 

Name: Brett H. Matthews

Title: Chairman of the Board and
Chief Executive Officer