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FORM PTO-1618A
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01-16-2001

U.S. Department of Commerce
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- 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

Name Execution Date
Month Day Year

Formerly

- 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)
City State/Country Zip Code

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

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12-19-2000

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #26

**CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF INCORPORATION OF
BEHRMAN IC, INC.**

Behrman IC, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify:

1. The name of the Corporation is Behrman IC, Inc. and was originally incorporated under the same name, and the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 14, 1999.

2. Pursuant to Sections 141, 242 and 228 of the General Corporation Law of the State of Delaware, the amendment to the Corporation's Certificate of Incorporation set forth below was approved by the Corporation's Board of Directors and was consented to by holders of a majority of the issued and outstanding shares entitled to vote thereon.

3. Article FIRST of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

"FIRST: The name of the corporation is Groundswell, Inc."

IN WITNESS WHEREOF, Behrman IC, Inc. has caused this Certificate to be executed by its duly authorized officer this 27th day of August, 1999.

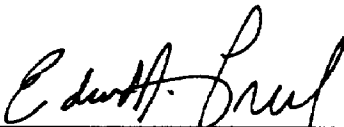
BEHRMAN IC, INC.

By: Paul J. Stich
Title: President and CEO
Paul J. Stich

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 "BEHRMAN IC, INC.", CHANGING ITS NAME FROM "BEHRMAN IC, INC." TO "GROUNDSWELL, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF OCTOBER, A.D. 1999, AT 4:30 O'CLOCK P.M.





Edward J. Freel, Secretary of State
AUTHENTICATION: 0834280

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DATE: 12-05-00

RECORDED: 12/19/2000

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