

02-21-2001

Docket No.:

2031117-0007



Tab settings

To the Honorable Commissioner of Patents

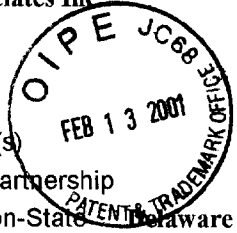
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Attached original documents or copy thereof.

1. Name of conveying party(ies):

APCO Associates Inc

2-13-01



- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

Additional names(s) of conveying party(ies) attached? Yes No

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

Name: APCO Worldwide Inc.

Internal Address: Suite 900

Street Address: 1615 L Street, NW

City: Washington State: DC ZIP: 20036

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: October 26, 2000

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

A. Trademark Application No.(s)

76/156049

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Rebecca Kelsey

Internal Address: McGuireWoods LLP

Street Address: 1750 Tysons Boulevard, Suite 1800

City: McLean

State: VA ZIP: 22102

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02/20/2001 AAHMED1 00000125 76156049

DO NOT USE THIS SPACE

01 FC:481

40.00 DP

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.

Rebecca L. Kelsey

Name of Person Signing

Rebecca L. Kelsey

Signature

February 13, 2001

Date

Total number of pages including cover sheet, attachments, and document:

3

State of Delaware
Office of the Secretary of State

PAGE 1

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 "APCO ASSOCIATES INC.", CHANGING ITS NAME FROM "APCO ASSOCIATES INC." TO "APCO WORLDWIDE INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2000, AT 5:30 O'CLOCK P.M.

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




Edward J. Freel, Secretary of State

2267078 8100

001544429

AUTHENTICATION: 0765377

DATE TRADEMARK
REEL: 002238 FRAME: 0207

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

APCO ASSOCIATES INC.

Under Section 242 of the
General Corporation Law of the State of Delaware

Pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, I, the undersigned Secretary of APCO ASSOCIATES INC., hereby certify:

FIRST: That the name of the corporation is APCO ASSOCIATES INC.

SECOND That the Certificate of Incorporation of the corporation was filed by the Secretary of State of the State of Delaware on the 27th day of June, 1991.

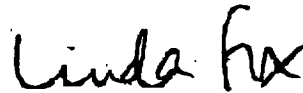
THIRD: That the Certificate of Incorporation is hereby amended to change the name of the corporation to APCO WORLDWIDE INC.

FOURTH: To effectuate the foregoing amendment, paragraph **FIRST** of the Certificate of Incorporation of the corporation is hereby changed to read as follows:

"1. The name of the corporation is APCO WORLDWIDE INC."

FIFTH: The above amendment to the Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 (c) (1) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by Linda Fox, its authorized officer, on this 26th day of October 2000.



Linda Fox, Secretary

TRADEMARK