

RECORDATION FORM COVER
TRADEMARKS ON

02-23-2001

S&H 9/92



101619168

To the Honorable Commissioner of Patents and Trademarks: Please record
thereof.



1. Name of conveying party(ies): 2.9.01 Falconite, Inc.
1603 Orrington Avenue
Suite 1600
Evanston, Illinois 60201

Individual(s) _____
XX Corporation-State (Illinois) _____
Limited Partnership _____
General Partnership _____
Association _____
Other _____

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies): NES Equipment Services Corporation
1603 Orrington Avenue
Suite 1600
Evanston, Illinois 60201

Individual(s) citizenship _____
General Partnership _____
XX Corporation-State (Illinois) _____
Limited Partnership _____

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 names and addresses attached? Yes No

3. Nature of conveyance:
Assignment _____
Security Agreement _____
Other: _____
Merger XX
Change of Name _____

Execution Date(s): January 25, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.: N/A
B. Trademark Registration No.(s): 1,635,280; 1,635,507; 1,635,721; and 1,671,133
C. Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
STAAS & HALSEY LLP Our Docket: 813.4001/DMP
Attention: David M. Pitcher
700 Eleventh Street, N.W.
Suite 500
Washington, D.C. 20001

6. Total number of applications and registrations involved: 4
7. Total fee (37 CFR 3.41)..... \$ 160.00 (\$40.00 per trademark)
XX Check Attached for Payment of the above fee.
Authorized to be charged to deposit account. _____

Refund Ref: GTDM11 0000102303
CHECK Refund Total: \$45.00

8. Deposit Account No.: 19-3935 (Any underpayment is authorized to be charged to this Deposit Account)
(Attach duplicate copy of this page if paying by deposit account.)

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.

David M. Pitcher, Reg. No. 25,908
Name of Person Signing

David M. Pitcher February 9, 2001
Signature Date

Total number of pages including cover sheet: 5

02/23/2001 GTDM11
01 FC:481
02 FC:482

00000016 1635280
40.00 OP
75.00 OP

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF
FALCONITE, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 29TH
day of JANUARY A.D. 2001 and of
the Independence of the United States the two
hundred and 25TH .



Jesse White

Secretary of State

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

FILED

SUBMIT IN DUPLICATE

JAN 29 2001

JESSE WHITE
SECRETARY OF STATE

**This space for use by
Secretary of State**

Date 1-29-01

Franchise Tax \$
Filing Fee* \$25.00
Penalty \$

Approved: *[Signature]*

Remit payment in check or money order, payable to "Secretary of State."

The filing fee for restated articles of amendment - \$100.00

http://www.sos.state.il.us

1. CORPORATE NAME: Falconite, Inc (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:
The following amendment of the Articles of Incorporation was adopted on Jan 25, 2001 in the manner indicated below. ("X" one box only)
(Month & Day)
(Year)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Notes 4 & 5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:
a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

NES Equipment Services Corporation
(NEW NAME)

All changes other than name, include on page 2
(over)

Text of Amendment

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: *(If not applicable, insert "No change")*

No Change

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: *(If not applicable, insert "No change")*

No Change

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: *(If not applicable, insert "No change")*

No Change

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in BLACK INK.)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated January 25, 2001
(Month & Day) (Year)

attested by X [Signature]
(Signature of Secretary or Assistant Secretary)
 Paul Ingersoll, Secretary
(Type or Print Name and Title)

Falconite, Inc
(Exact Name of Corporation at date of execution)

by X [Signature]
(Signature of President or Vice President)
 Kevin P Rogers, President
(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, _____
(Month & Day) (Year)

