

03-07-2001

FORM PTO-1594
(Rev. 6/93)

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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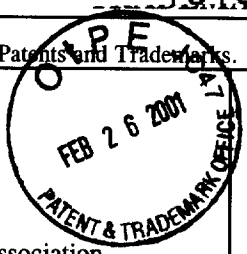
Attorney Docket No. 032931-000

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Accountec, Inc.

2/26/01



- Individual(s)
- General Partnership
- Corporation (Delaware)
- Association
- Limited Partnership

Other: _____

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: _____

Execution Date: Effective December 14, 2000

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

Name: Accretive Solutions, Inc.

Address: 888 Veterans Memorial Highway, Suite 220
Hauppauge, New York 11788

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation (Delaware)
- 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

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

- A. Trademark Application No.(s)
- 75/661,916 - ACCOUNTEC
 - 75/740,845 - ACCOUNTEC & Design
 - 76/017,750 - ACCRETIVE ACCOUNTING SOLUTIONS
 - 76/059,251 - ACCRETIVE FINANCIAL SOLUTIONS
 - 76/139,909 - ACCRETIVE SOLUTIONS

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: Adrienne L. White, Esq.

Address: Burns, Doane, Swecker & Mathis, L.L.P.

Post Office Box 1404

Alexandria, Virginia 22313-1404

6. Total number of applications and registrations involved: 5

7. Total fee (37 C.F.R. § 3.41): \$ 140

- Enclosed
- Authorized to be charged to deposit account, if necessary

8. Deposit account number:

02-4800

(Attach duplicate copy of this page if paying by deposit account)

03/07/2001 6TON11 00000013 75661916

01 FC:481 40.00 DP

02 FC:482 100.00 DP

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.

Adrienne L. White
Name of Person Signing

Adrienne L. White
Signature

2/26/01
Date

Total number of pages including cover sheet, attachments, and document: 3

**CERTIFICATE OF AMENDMENT
TO
RESTATED CERTIFICATE OF INCORPORATION
OF
ACOUNTEC, INC.**

Adopted in accordance with the provisions
of Sections 242 of the General Corporation Law
of the State of Delaware

Mike G. Reinecke, being the Vice President of Accountec, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That the Corporation was incorporated on February 9, 1999.

SECOND: That the Restated Certificate of Incorporation of the Corporation be, and hereby is, amended by striking out ARTICLE ONE thereof and by substituting in lieu of said Article the following new Article:

ARTICLE ONE

The name of the corporation is Accretive Solutions, Inc.

THIRD: That the Board of Directors of the Corporation approved the foregoing amendment by unanimous written consent pursuant to the provisions of Section 141(f) and 242 of the General Corporation Law of the State of Delaware and directed that such amendment be submitted to the stockholders of the Corporation entitled to vote thereon for their consideration, approval and adoption thereof.

FOURTH: That the stockholders entitled to vote thereon approved the foregoing amendment by written consent in accordance with Sections 228 and 242 the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Amendment of the Corporation is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set his hand as of this 11th day of December, 2000.

ACOUNTEC, INC. a Delaware corporation

By: 
Mike G. Reinecke, Vice President

ACOUNTEC, INC.

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 "ACCONTEC, INC.", CHANGING ITS NAME FROM "ACCONTEC, INC." TO "ACCRETIVE SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0856390

DATE: 12-14-00

RECORDED: 02/26/2001

TRADEMARK
REEL: 002245 FRAME: 0108