

05-03-2001



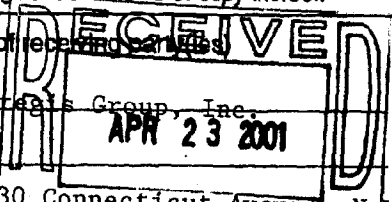
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

4-23-01



1. Name of conveying party(ies):
Malarkey-Taylor Associates, Inc., a
Delaware corporation

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

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

3. Nature of conveyance:

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

Execution Date: 12/3/96

2. Name and address of receiving party(ies)

Name: The Strategic Group, Inc.
 Internal Address: _____
 Street Address: 1130 Connecticut Avenue, N.W.
Suite 325
 City: Washington, State: D.C. 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1965680

Additional numbers attached? Yes No

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

Name: Carol R. Kirchick

Internal Address: _____

Rich, May, Bilodeau & Flaherty, P.C.

Street Address: 176 Federal Street, 6th Floor

City: Boston, State: MA ZIP: 02110

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: _____

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

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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.

Carol R. Kirchick, Esq.

Name of Person Signing

Carol R. Kirchick
Signature

4/19/01
Date

Total number of pages including cover sheet, attachments, and document: 1

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002285 FRAME: 0304

State of Delaware

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 "MALARKEY-TAYLOR ASSOCIATES, INC.", CHANGING ITS NAME FROM "MALARKEY-TAYLOR ASSOCIATES, INC." TO "THE STRATEGIS GROUP, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF DECEMBER, A.D. 1996, AT 5 O'CLOCK P.M.



Edward J. Freel
Edward J. Freel, Secretary of State

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971252067

AUTHENTICATION: 8581358
DATE: 07-29-97

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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MALARKEY-TAYLOR ASSOCIATES, INC.**

Malarkey-Taylor Associates, Inc. (hereinafter referred to as the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that the Certificate of Incorporation of Malarkey-Taylor Associates, Inc. be amended by changing the first Article thereof so that, as amended, said Article shall be and read as follows:


FIRST: The name of the corporation (hereinafter called the corporation) is The Strategis Group, Inc.

SECOND: That in lieu of a meeting and vote of shareholders, the shareholders of the Corporation have given written consent to said amendment in accordance with 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 Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Andrew D. Roscoe, its President, and attested to by Samuel H. Book, its Secretary, on this 27 day of November 1996.

MALARKEY-TAYLOR ASSOCIATES, INC.

By: 
Andrew D. Roscoe, President

ATTEST:


Samuel H. Book, Secretary