

05-16-2001



101718000

5-11-01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MAY 11 2001

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year

Change of Name

Other

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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

05/ 15/2001 DBYRNE 00000215 76152420

01 FC:481 40.00 OP

02 FC:482 25.00 OP

FOR OFFICE USE ONLY

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="76-152,420"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76-152,418"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

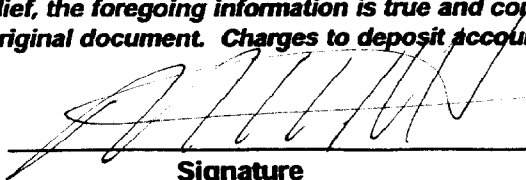
No

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. Charges to deposit account are authorized, as indicated herein.

Mark A. Wright, Esquire

Name of Person Signing



Signature

5/1/01

Date Signed

STATE OF NEW HAMPSHIRE

Filing fee: \$35.00
Use black print or type.

Form No. 14
RSA 293-A:10.06

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION

FILED
NOV - 3 2000
WILLIAM M. GAHDNER
NEW HAMPSHIRE
SECRETARY OF STATE

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is WPI GROUP, INC.

SECOND: The Board of Directors and shareholders voted to amend the corporation's Amended and Restated Articles of Incorporation (1) to change the name of the corporation to NEXIQ Technologies, Inc.; (2) to increase the authorized common shares to 75,000,000; and (3) to create a class of preferred stock.

As amended, Article FIRST shall read as follows:

"FIRST: The name of the corporation is NEXIQ TECHNOLOGIES, INC."

As amended, Article FOURTH shall read as follows:

"FOURTH: The aggregate number of shares that the corporation shall have authority to issue is Seventy-Five Million (75,000,000) shares of One Cent (\$.01) par value Common Stock and Twenty Million (20,000,000) shares of One Cent (\$.01) par value Preferred Stock, having such designations, preferences and relative, participating, optional and/or other special rights as determined by the Board of Directors pursuant to the New Hampshire Business Corporation Act."

THIRD: If the amendment provides for an exchange, reclassification, or cancellation of issued shares the provisions for implementing the amendments if not contained in the above amendment are:

Not applicable.

FOURTH: The amendments were adopted on November 2, 2000.

State of New Hampshire
Department of State

CERTIFICATE OF AMENDMENT OF
WPI GROUP, INC.

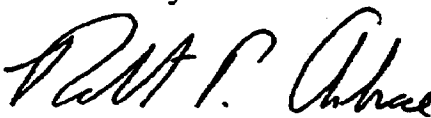
Now known as:

NEXIQ TECHNOLOGIES, INC.

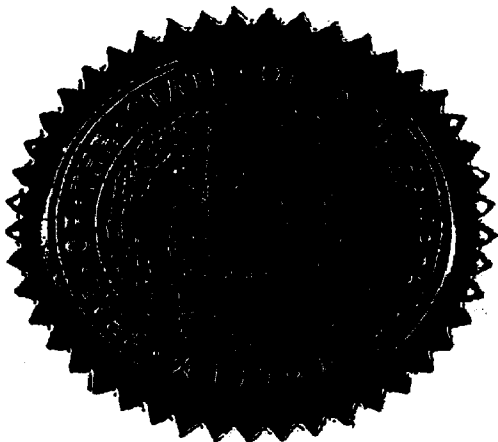
The undersigned, as Deputy Secretary of State of the State of New Hampshire, hereby certifies that Articles of Amendment to the Articles of Incorporation of WPI GROUP, INC., duly signed pursuant to the provisions of the New Hampshire Business Corporation Act, have been received in this office.

ACCORDINGLY the undersigned, as such Deputy Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of WPI GROUP, INC. and attaches hereto a copy of the Articles of Amendment.

IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 3rd day of November A.D. 2000



Robert P. Ambrose
Deputy Secretary of State



FIFTH: (Check one)

- A. _____ The amendments were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.
- B. ✓✓✓ The amendments were approved by the shareholders.

<u>Designation (Class or Series) of Voting Group</u>	<u>Number of Shares Outstanding</u>	<u>Number of Votes Entitled to be Cast</u>	<u>Number of Votes Indisputably Represented at the Meeting</u>
Common Stock	7,890,663	7,890,663	7,503,598

AS TO THE NAME CHANGE:

<u>Designation (Class or Series) of Voting Group</u>	Total Number of votes OR cast:		<u>Total # of undisputed votes cast FOR</u>
	<u>FOR</u>	<u>AGAINST</u>	
Common Stock	7,444,215	51,688	

AS TO INCREASE IN AUTHORIZED CAPITAL:

<u>Designation (Class or Series) of Voting Group</u>	Total Number of votes OR cast:		<u>Total # of undisputed votes cast FOR</u>
	<u>FOR</u>	<u>AGAINST</u>	
Common Stock	6,906,804	579,701	



AS TO CREATION OF CLASS OF PREFERRED STOCK;

Designation (Class or Series) <u>of Voting Group</u>	Total Number of votes OR cast:		Total # of undisputed votes cast <u>FOR</u>
	<u>FOR</u>	<u>AGAINST</u>	
Common Stock	4,221,747	636,676	

SIXTH: The number cast for the amendments by each voting group was sufficient for approval by each voting group.

Dated: November 2, 2000

WPI GROUP, INC.

By William V. A. Zorn
William V. A. Zorn, Secretary