

06-18-2001

ET



101750898

6.S.D

To The Honorable Commissioner for Patents and Trademarks and attached original documents or copy thereof.

1. Name of conveying party(ies):

Behavioral Technology, Inc.
 Street Address: 6260 Poplar Avenue
 City: Memphis
 State: TN Zip: 38119-4719

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

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

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

Name: BT.Novations, Inc.
 Street Address: 6260 Poplar Avenue
 City: Memphis
 State: TN Zip: 38119-4719

Individual(s) citizenship USA - E
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State of Delaware
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: Effective as of June 30, 2000

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 Registration number(s):

A. Trademark Application No.(s)

(75/859,811) 75/900,761 75/900,762

06/12/2001 6TON11 00000228 75859811

01 FE:481 40.00 OP
 02 FE:482 475.00 OP

B. Trademark Registration No.(s)

1,480,608	1,538,522	1,546,804	1,618,526	1,648,582
2,044,825	2,116,612	2,116,622	2,127,583	2,143,453
2,417,578	2,417,580	2,425,129	2,426,823	2,426,826
2,442,309	2,447,712			

Additional numbers attached? Yes No

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

Name: Michael J. Clayborne, Esq.
 Internal Address: Nutter, McClennen & Fish, LLP
 Street Address: One International Place
 City: Boston
 State: MA Zip: 02110-2699

6. Total number of applications and registrations involved: 20

7. Total fee (37 CFR 3.41)..... \$515.00

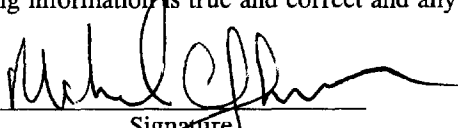
Enclosed
 Authorized to be charged deposit account

8. Deposit account number:
14-1449
 (Attach duplicate copy of this page if paying by deposit account)

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.

Michael J. Clayborne  6/05/2001
 Name of Attorney Signature Date

Total number of pages including cover sheet: 6

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

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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 "BEHAVIORAL TECHNOLOGY, INC.", CHANGING ITS NAME FROM "BEHAVIORAL TECHNOLOGY, INC." TO "BT.NOVATIONS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 2:30 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2846192 8100

AUTHENTICATION: 1134071

010232535

DATE: 05-15-01

TRADEMARK
REEL: 002315 FRAME: 0286

BEHAVIORAL TECHNOLOGY, INC.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Behavioral Technology, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

1. That the Board of Directors of the Company, 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 Company's Certificate of Incorporation:

VOTED: That it is deemed advisable that the Certificate of Incorporation of the Company shall be amended, effective 11:56 p.m. on June 30, 2000, such that Article First thereof, as amended, shall be and read as follows:

"Article First. The name of the corporation is
BT.Novations, Inc."

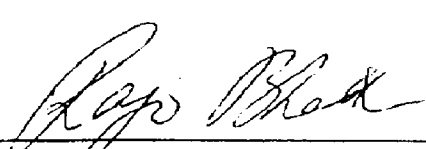
2. That in lieu of a meeting and a vote of stockholders, the sole stockholder of the Company has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

3. 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.

4. That this Certificate of Amendment of the Certificate of Incorporation of the Company shall be effective at 11:56 p.m. on June 30, 2000.

BEHAVIORAL TECHNOLOGY, INC.

By: _____


Rajiv Bhatt
Vice President