

06-18-2001

6.5.01



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To The Honorable Commissioner for Patent

REMARKS: Please record the 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 Tennessee
 Other _____

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

2. Name and address of receiving party(ies):
 Name: Behavioral Technology, Inc.
 Street Address: 6260 Poplar Avenue
 City: Memphis
 State: TN Zip: 38119-4719

Individual(s) citizenship USA 5
 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 May 4, 1998

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)

B. Trademark Registration No.(s)

(1,480,608)	1,648,582	2,116,622
1,538,522	2,044,825	2,127,583
1,546,804	2,116,612	2,143,453

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: 9

7. Total fee (37 CFR 3.41)..... \$240.00

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
 Name of Attorney

Signature

6/05/2001
 Date

Total number of pages including cover sheet: 6

06/18/2001 GTON11 00000227 1480608

01 FC:481
02 FC:482

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

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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 MERGER OF "BTI ACQUISITION CORP.", CHANGING ITS NAME FROM "BTI ACQUISITION CORP." TO "BEHAVIORAL TECHNOLOGY, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 1998, AT 9:30 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2846192 8100

AUTHENTICATION: 1134072

010232535

DATE: 05-15-01

TRADEMARK
REEL: 002315 FRAME: 0289

**CERTIFICATE OF MERGER
OF
BEHAVIORAL TECHNOLOGY, INC.
INTO
BEHAVIORAL ACQUISITION CORP.**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of Delaware, does hereby certify:

1. That the names of the constituent corporations of the merger (the "Merger") are Behavioral Technology, Inc., a corporation organized under the laws of the State of Tennessee, and Behavioral Acquisition Corp., a corporation organized under the laws of the State of Delaware.

2. That an Agreement and Plan of Merger (the "Merger Agreement") among Provant, Inc., Behavioral Technology, Inc., Paul C. Green, Ph.D., Behavioral Acquisition Corp., Paul M. Verrochi and Dominic J. Puopolo has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware and Section 48-21-107 of the Tennessee Business Corporation Act.

3. That the surviving corporation in the Merger is Behavioral Acquisition Corp.

4. That the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation except that Article FIRST of such Certificate of Incorporation is hereby amended by deleting said Article in its entirety and inserting in place thereof the following:

"The name of the corporation is Behavioral Technology, Inc."

5. That the executed Merger Agreement is on file at the office of the surviving corporation located at 67 Battery March Street, Suite 500, Boston, MA 02110.

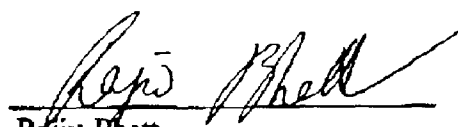
6. That a copy of the Merger Agreement will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

7. The authorized capital stock of Behavioral Technology, Inc. is one million (1,000,000) shares of common stock; \$100.00 par value.

8. The Merger shall be effective on May 4, 1998.

BEHAVIORAL ACQUISITION CORP.

Dated: As of May 1, 1998

By: 
Rajiv Bhatt
President

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:30 AM 05/04/1998
981169261 - 2846192

RECORDED: 06/05/2001

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