

08-31-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): TIS Worldwide, Inc. 8-27-01
 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: Starpoint Solutions, Inc.
Internal Address: _____
Address: _____
Street Address: 115 Broadway, 20th Floor
City: New York State: NY Zip: 10006
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: February 22, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/563,845, 75/902,982 76/236,811
75/563,846 76/160,790
75/902,981 76/160,791 Additional number(s) attached Yes No

B. Trademark Registration No.(s)
2,263,364, 2,441,204

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Barbara H. Loewenthal, Esq.
Internal Address: GOTTLIEB RACKMAN & REISMAN
TDIAZ1 00000042 75563845
40.00 OP
200.00 OP
Street Address: 270 MADISON AVENUE
City: New York State: New York Zip: 10016

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41).....\$ 240.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(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.
Barbara H. Loewenthal August 23, 2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK
REEL: 002359 FRAME: 0421

08/30/2001
01 FC:481
02 FC:482

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 "TIS WORLDWIDE, INC.", CHANGING ITS NAME FROM "TIS WORLDWIDE, INC." TO "STARPOINT SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2001, AT 9:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2749500 8100

010089333

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0987141

DATE: 02-23-01

TRADEMARK
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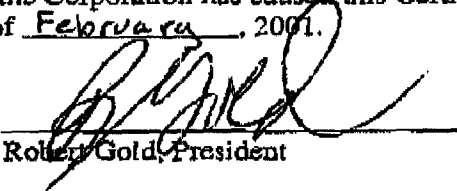
**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
TIS WORLDWIDE, INC.**

TIS WORLDWIDE, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The Certificate of Incorporation of the Corporation was filed with the Secretary of State on May 9, 1997.
2. An Amended and Restated Certificate of Incorporation was filed with the Secretary of State on December 14, 1999.
3. The Corporation was formed under the name Transaction Information Systems, Inc. The name of the Corporation was changed to TIS Worldwide, Inc. by a Certificate of Amendment to the Certificate of Incorporation, which was filed with the Secretary of State on December 22, 1999.
4. The Amended and Restated Certificate of Incorporation, as heretofore amended, is hereby amended by deleting Article First thereof and replacing such Article First with the following:

"FIRST: The name of the corporation is Starpoint Solutions, Inc. (the 'Corporation')."
5. This Certificate of Amendment to the Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242(b) and 228 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its President as of this 22 day of February, 2001.


Robert Gold, President

176107-2

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:30 AM 02/23/2001
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TRADEMARK
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SCHEDULE OF APPLICATIONS/REGISTRATIONS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILED</u>
TRANSACTION INFORMATION SYSTEMS, INC.	75/563,845	October 1, 1998
TRANSACTION INFORMATION SYSTEMS, INC. AND DESIGN	75/563,846	October 1, 1998
TIS WORLDWIDE & DESIGN	75/902,981	January 24, 2000
TIS WORLDWIDE	75/902,982	January 24, 2000
STARPOINTE SOLUTIONS AND DESIGN	76/160,790	November 7, 2000
DIGITAL BUSINESS BEYOND THE EXPECTED	76/160,791	November 7, 2000
ENGINEERING DIGITAL INNOVATION	76/236,811	April 5, 2001

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>DATED</u>
FLITE	2,263,364	July 20, 1999
HUMANACTIVE	2,441,204	April 3, 2001