

10-11-2001



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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): Visual Services International, Inc. [checkbox] Individual(s) [checkbox] Association [checkbox] General Partnership [checkbox] Limited Partnership [x] Corporation-State - Delaware [checkbox] Other Additional name(s) of conveying party(ies) attached? [checkbox] Yes [x] No

2. Name and address of receiving party(ies) Name: Mentor Communications Group, Inc. Internal Address: Street Address: 20 Glover Avenue City: Norwalk State: CT Zip: 06850 [checkbox] Individual(s) citizenship [checkbox] Association [checkbox] General Partnership [checkbox] Limited Partnership [x] Corporation-State Delaware [checkbox] Other

3. Nature of conveyance: [checkbox] Assignment [checkbox] Merger [checkbox] Security Agreement [x] Change of Name [checkbox] Other Execution Date: June 20, 2001

If assignee is not domiciled in the United States, a domestic representative designation is attached: [checkbox] Yes [checkbox] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [checkbox] Yes [checkbox] No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/180,489 76/180,490 76/197,190 76/197,199 B. Trademark Registration No.(s) Additional number(s) attached [checkbox] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: K. Bradford Adolphson Internal Address: Ware, Fressola, Van der Sluys & Adolphson LLP Bradford Green, Building Five Street Address: 755 Main Street P.O. Box 224 City: Monroe State: CT Zip: 06468

6. Total number of applications and registrations involved: 4 7. Total fee (37 CFR 3.41): \$ 115.00 [x] Enclosed [checkbox] Authorized to be charged to deposit account 8. Deposit account number: 23-0442 (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. K. Bradford Adolphson Name of Person Signing Signature Date 10/1/01 806-024-2, -3, 4 & -5 Total number of pages including cover sheet, attachments, and document: 5

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

10/10/2001 LMUELLER 00000250 76180489 01 FC:481 02 FC:482 40.00 DF 75.00 DF

TRADEMARK REEL: 002380 FRAME: 0920

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 "VISUAL SERVICES INTERNATIONAL, INC.", CHANGING ITS NAME FROM "VISUAL SERVICES INTERNATIONAL, INC." TO "MENTOR COMMUNICATIONS GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JUNE, A.D. 2001, AT 10 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2952910 8100

010301151

AUTHENTICATION: 1205848

DATE: 06-22-01

TRADEMARK
REEL: 002380 FRAME: 0921

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

VISUAL SERVICES INTERNATIONAL, INC., 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 said corporation, by 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 said corporation:

RESOLVED, that the Certificate of Incorporation of VISUAL SERVICES INTERNATIONAL, INC. hereby is amended by deleting Article First in its entirety and substituting therefor the following

"FIRST: The name of the corporation is MENTOR COMMUNICATIONS GROUP, INC."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous consent to said amendment in accordance with the provisions of section 222 of the General Corporation Law of the State of Delaware.

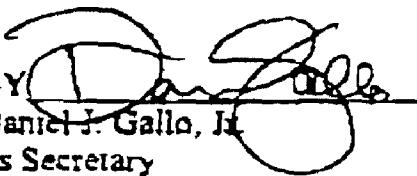
THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 06/22/2001
010301151 - 2952910

GALLOVAGRN47+S UUUB Dela. cert. of amendment 062001

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by
Daniel J. Gallo, Jr., its Secretary, this 20th day of June, 2001.

VISUAL SERVICES INTERNATIONAL, INC.

BY 
Daniel J. Gallo, Jr.
Its Secretary

GALLOMCRW745 0010 Delaware certificate of incorporation 062001

**UNANIMOUS CONSENT OF SHAREHOLDERS AND DIRECTORS OF
VISUAL SERVICES INTERNATIONAL, INC.**

The undersigned, being all of the members of the Board of Directors and Shareholders of Visual Services International, Inc. a Delaware corporation, do hereby adopt the following resolutions in accordance with the laws of the State of Delaware:

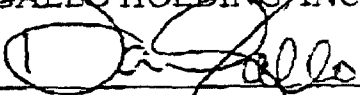
RESOLVED, that the Certificate of Incorporation of VISUAL SERVICES INTERNATIONAL, INC. hereby is amended by deleting Article First in its entirety and substituting therefor the following:

"FIRST: The name of the corporation is MENTOR COMMUNICATIONS GROUP, INC."

WITNESS MY HAND this 20th day of June, 2001.

SHAREHOLDER:

D. GALLO HOLDING INC.

By 
Daniel J. Gallo, Jr.
Its President

DIRECTOR:


Daniel J. Gallo, Jr.

gallo\4755\0006\min\unanimousconsent of shareholders and directors change name 062001