

Form PTO-1594
(rev 3/1)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U. S. Department of Commerce
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):

Cyber Dialogue Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation -
- Other -

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

2. Name and Address of receiving party(ies)

**Fulcrum Analytics, Inc.
304 Hudson Street
6th Floor
New York, NY 10013**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - 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: December 7, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No(s).

**75/891,797
75/914,040**

B. Trademark Registration No(s).

**2,338,074
2,160,901
2,038,908
2,423,347**

Additional numbers attached? Yes No

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

**Bruce J. Goldner, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036**

6. Total number of applications/registrations involved: 6

7. Total fee (37 CFR 3.41) \$165

All fees and any deficiencies are authorized to be charged to Deposit Account (Our Reference **048360/2**)

8. Deposit Account No. 19-2385

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.

Bruce J. Goldner



December 19, 2001

Name

Signature

Date

Total number of pages including cover sheet, attachments, and document: 5

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 "CYBER DIALOGUE INC.", CHANGING ITS NAME FROM "CYBER DIALOGUE INC." TO "FULCRUM ANALYTICS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1496161

2667039 8100

010633554

DATE: 12-11-01

TRADEMARK

REEL: 002385 FRAME: 0045

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CYBER DIALOGUE INC.**

CYBER DIALOGUE INC., a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

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 and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Board of Directors finds and declares it advisable and in the best interests of the Corporation and its stockholders to change the name of the Corporation to "Fulcrum Analytics, Inc.", and accordingly, Article FIRST of the Amended and Restated Certificate of Incorporation of the Corporation be amended to read in its entirety as set forth below, and that the same is hereby approved and adopted in all respects:

"FIRST. The name of the Corporation is Fulcrum Analytics, Inc."

Second: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the applicable provisions of Section 228 of the General Corporation Law of the State of Delaware.

Third: That said amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate of amendment to be executed on its behalf this 7th day of December, 2001.

CYBER DIALOGUE INC.

By: _____

Name: Mark Esiri

Title: President and CEO

Attest: _____

Name: Peter R. Piazza

Title: Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/07/2001
010626263 - 2667039

~~TRADEMARK~~

RECORDED: 12/19/2001

REEL: 002385 FRAME: 0046