



11-17-2001

RE

11-23-2001



101900412

EET

U.S. Department of Commerce
Patent and Trademark Office

11-17-01

f Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Talton Holdings, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State (Delaware) Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: Evercom Inc. Internal Address: Street Address: 8201 Tristar City: Irving State: TX Zip: 75063</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State (Delaware) <input type="checkbox"/> Other</p> <p>If assignee is not domiciled in the United States, a domestic representative designated is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached? No</p>
<p>3. Name of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other Execution Date: July 23, 1998</p>	

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

<p>A. Trademark Application No.(s) 75/503,453, Filed June 16, 1998 75/530,595, Filed August 4, 1998 75/530,596, Filed August 4, 1998 75/529,497, Filed August 3, 1998 75/530,653, Filed August 4, 1998 75/551,579, Filed September 10, 1998</p>	<p>B. Trademark Registration No.(s) 75/526,379, Filed July 27, 1998 75/526,393, Filed July 27, 1998 75/530,735, Filed August 3, 1998 75/526,392, Filed July 27, 1998 75/530,736, Filed August 3, 1998</p>
---	--

Additional numbers attached? No

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Micheal D. Lake Internal Address: Wallenstein & Wagner, Ltd. Street Address: 311 South Wacker Drive, 53rd Floor Chicago, IL 60606-6630</p>	<p>6. Total number of applications and registrations involved: 11</p> <p>7. Total fee (37 C.F.R. 3.41): \$290.00 <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 23-0280 (Attach duplicate copy of this page if paying by deposit account)</p>
---	--

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.

Micheal D. Lake Reg. No. 33,727
Name and Registration No. of Person Signing *Micheal Lake* Signature November 17, 2001 Date

W&W File No.: 1967 W 042 Total number of pages including cover sheet, attachments, and documents: 3
(MDL/MAM/135016.1)

11/21/2001 ANNEX 0000039 230280 75503453

01 FC:481 40.00 CH
02 FC:482 250.00 CH

TRADEMARK
REEL: 002398 FRAME: 0163

CERTIFICATE OF AMENDMENT TO
RESTATED CERTIFICATE OF INCORPORATION
OF

TALTON HOLDINGS, INC.

(changing its name to
EVERCOM, INC.)

TALTON HOLDINGS, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

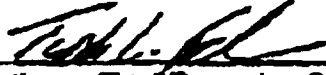
FIRST: The original Certificate of Incorporation of Talton Holdings, Inc. (hereafter the "Corporation") was filed with the Secretary of State of Delaware on November 12, 1996.

SECOND: The Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on December 23, 1996.

THIRD: The Restated Certificate of Incorporation of the Corporation is amended to change the name of the Corporation to **EVERCOM, INC.**

FOURTH: The amendment to the Restated Certificate of Incorporation to change the name of the Corporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Amendment to Restated Certificate has been signed by
the Chief Executive Officer this 23rd day of July, 1998.



Todd W. Pollner, Chief Executive Officer