

11-29-2001



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Form PTO-1594 (Rev. 03/02) No. 0651-0027 (exp. 5/31/2002)

RE

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): InterOPS, Inc.

11-2101

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

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

2. Name and address of receiving party(ies)

Name: InterOPS Management Solutions, Inc. Internal Address:

Street Address: 10 Presidents Landing City: Medford State: MA Zip: 02155

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: May 25, 2001

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

A. Trademark Application No.(s) 76,232,874 76,235,374 76,201,639

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: TRADEMARK ADMINISTRATOR Internal Address: TESTA HURWITZ & THIBEAULT

Street Address: 125 HIGH STREET

City: BOSTON State: MA Zip: 02110

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number: 20-0531

(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.

Jennifer K. Lawson

Name of Person Signing

Signature

11/16/01

Date

11/28/2001 DRYRNE

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

01 FC:481 02 FC:482

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

TRADEMARK REEL: 002400 FRAME: 0338

UNANIMOUS WRITTEN CONSENT OF DIRECTORS IN LIEU OF

SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

INTEROPS, INC.

May 25th 2001

The undersigned, being all of the directors of InterOPS, Inc., a Delaware corporation (the "Corporation"), do hereby take, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, the following actions by written consent:

RESOLVED: That the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation that the Corporation amend its Amended and Restated Certificate of Incorporation to change its corporate name from "InterOPS, Inc." to "InterOPS Management Solutions, Inc.", by deleting Article First in its entirety and replacing it with the following:

"**FIRST.** The name of the corporation is InterOPS Management Solutions, Inc. (the "Corporation")."

and that a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation (the "Charter Amendment") reflecting such amendment, in the form attached hereto as Exhibit A, is hereby adopted and approved and recommended to the stockholders of the Corporation for their consideration and approval.

RESOLVED: That the Charter Amendment be submitted to the stockholders of the Corporation for their approval; and that, after the approval by the stockholders of the Charter Amendment, the President be, and hereby is, authorized to execute the Charter Amendment; and that the Corporation is hereby authorized to file the Charter Amendment with the Secretary of State of the State of Delaware.

RESOLVED: That the form of stock certificate attached hereto as Exhibit B is hereby adopted as the form of stock certificate to be used to represent the shares of Common Stock, \$0.001 par value per share, of the Corporation under its new name InterOPS Management Solutions, Inc.

- RESOLVED:** That the name of the Corporation's By-Laws be amended to "BY-LAWS OF INTEROPS MANAGEMENT SOLUTIONS, INC." to reflect the Corporation's new corporate name.
- RESOLVED:** That the name of the Corporation's 2000 Stock Option and Incentive Plan be amended to "INTEROPS MANAGEMENT SOLUTIONS, INC. - 2000 STOCK OPTION AND INCENTIVE PLAN" to reflect the Corporation's new corporate name.
- RESOLVED:** That the seal of the Corporation be amended to that impressed in the margin of this written consent as the corporate seal of the Corporation to reflect the Corporation's seal under its new corporate name InterOPS Management Solutions, Inc.
- RESOLVED:** That the officers of the Corporation hereby are, and each of them hereby is, authorized to execute and deliver all such documents, instruments or certificates, make all such payments, make all such filings and do all such other acts and things as in their opinion, or in the opinion of any of them, may be necessary or appropriate in order to carry out the intent and purposes of the foregoing resolutions; and that all such acts and things heretofore done by such officers, or any one or more of them acting alone, in connection with and in furtherance of the purposes and intent of the foregoing resolutions be, and they hereby are, ratified, confirmed and approved as the act and deed of the Corporation.


[REMAINDER OF PAGE LEFT BLANK INTENTIONALLY]

This Consent may be signed in multiple counterparts, each of which shall be an original, but all of which taken together shall constitute one document. The undersigned further direct that this Consent shall take effect immediately as of the date first above written and shall be filed in the minute book of the Corporation with the minutes of the meetings of the Board of Directors.


Robert Ketterson


Edward Mallen


Anne Mitchell


Niel Robertson