

11/13/01

12-12-2001

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings =>>>



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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):

INTERTECH MANAGEMENT GROUP, INC.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Missouri
- Other

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

2. Name and address of receiving party(ies)

Name: ABILITI SOLUTIONS, INC.

Internal

Address:

Street Address: 400 Chesterfield Center

City: Chesterfield State: MO Zip: 63017

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Missouri
- 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 16, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2225739

Additional number(s) attached Yes No

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

Name: George Dickos

Internal Address: Kirkpatrick & Lockhart LLP

Henry W. Oliver Building

Street Address: 535 Smithfield Street

City: Pittsburgh State: PA Zip: 15222

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

11-1110

(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.

George Dickos

Name of Person Signing

George Dickos
Signature

November 13, 2001

Date

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

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

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40.00 OP

No. 00308782

STATE OF MISSOURI



Matt Blunt
Secretary of State


CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS

ABILITI SOLUTIONS, INC.

I, MATT BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of those certain original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 9th day of AUGUST, 2001.


Secretary of State



No. 00308782

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF AMENDMENT

WHEREAS,

ABILITI SOLUTIONS, INC.

Formerly,

INTERTECH MANAGEMENT GROUP, INC.

a corporation organized under The General and Business Corporation Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The General Business Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 23rd day of JULY, 2001.

Matt Blunt

Secretary of State

\$25.00



TRADEMARK

REEL: 002407 FRAME: 0142

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
INTERTECH MANAGEMENT GROUP, INC.**

Pursuant to the provisions of the General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

1. The present name of the Corporation is Intertech Management Group, Inc.

The name under which it was originally organized was Intertech Management Group, Inc.

2. An Amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on February 16, 2001.

3. Article Number One is amended to read as follows:

The name of the Corporation is Abiliti Solutions, Inc.

4. Of the 6,336,794 shares of Common Stock outstanding, 6,336,794 of such shares were entitled to vote on such amendment.

Of the 2,792,819 shares of Series A Preferred Stock outstanding, 2,792,819 of such shares were entitled to vote.

Of the 1,328,383 shares of Series B Preferred Stock outstanding, 1,328,383 of such shares were entitled to vote.

All common and preferred shares outstanding were entitled to vote as a single class on the amendment.

5. The number of shares voted for and against the amendment was as follows:

Class	No. Voted For	No. Voted Against
Common Stock	6,256,544	-0-
Series A Stock	2,792,819	-0-
Series B Stock	1,328,383	-0-

IN WITNESS WHEREOF, the undersigned, Gordon Quick, President of Intertech Management Group, Inc., has executed this instrument and its Secretary has affixed its corporate seal hereto and attested said seal on July 18, 2001.

Place
CORPORATE SEAL
Here

INTERTECH MANAGEMENT GROUP,
INC.

ATTEST:

[Signature]
Secretary

By: [Signature]
President

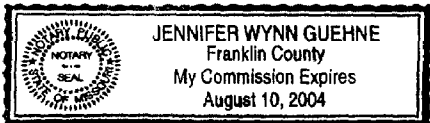
SECRETARY OF STATE
[Signature]

JUL 23 2001

FILED

State of Missouri
County of St. Louis

I, Jennifer Guehne, A Notary Public, do hereby certify that on July 18, 2001 personally appeared before me Gordon Quick who, being by me first duly sworn, declared that he is the President of Intertech Management Group, Inc. and that he signed the foregoing documents as President of the corporation, and that the statements there are true.



(Notarial Seal or Stamp)

Jennifer Wynn Guehne
Notary Public

My commission expires 8/10/04

My County of Commission Franklin