

To the Hon
Please



101923456

ts and Trademarks:
r copy thereof.

12-17-01

1. Name of Party(ies) conveying an interest:

NCES Licensing, Inc.
103 Foulk Road, Suite 262
Wilmington, Delaware 19803

Entity:

Individual(s) Association

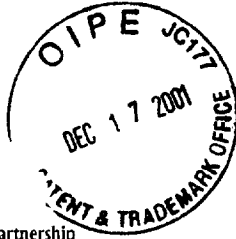
General Partnership Limited Partnership

Corporation-State Delaware

Other _____

Additional name(s) of conveying party(ies) attached:

yes no



2. Name and Address of Party(ies) receiving an interest:

Name: HR Logic Licensing, Inc.
Street Address: 103 Foulk Road, Suite 262
City: Wilmington
State/Zip Code: Delaware, 19803

Entity:

Individual(s) Association

General Partnership Limited Partnership

Corporation-State Delaware

Other _____

Citizenship _____

3. Description of the interest conveyed:

Assignment Change of Name Other

Security Agreement Merger

Date of execution of attached document 02/01/2000

If not domiciled in the United States, a domestic representative designation is attached:

yes no

(The attached document must not be an assignment)

Additional name(s) and addresses attached: yes no

4. Application number(s) or registration number(s). Additional sheet attached? yes no

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,149,757

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

Name: Richard Y. Kim
FIRM: McDermott, Will & Emery
Address: 600 13th Street, N.W.
City/State/Zip: Washington, D.C. 20005-3096

6. Number of applications and registrations involved: 1

7. The \$_____ filing fee is enclosed.

8. Please charge the \$ 40.00 filing fee to Deposit Account No. 500417. (duplicate copy of this page attached)

9. Please charge any deficiencies in fees or credit any overpayment to Deposit Account No. 500417.

12/20/2001 6TON11 00000169 500417 2149757
01 FC:481 40.00 CH

DO NOT USE THIS SPACE

10. 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.

Richard Y. Kim
Name of Person Signing

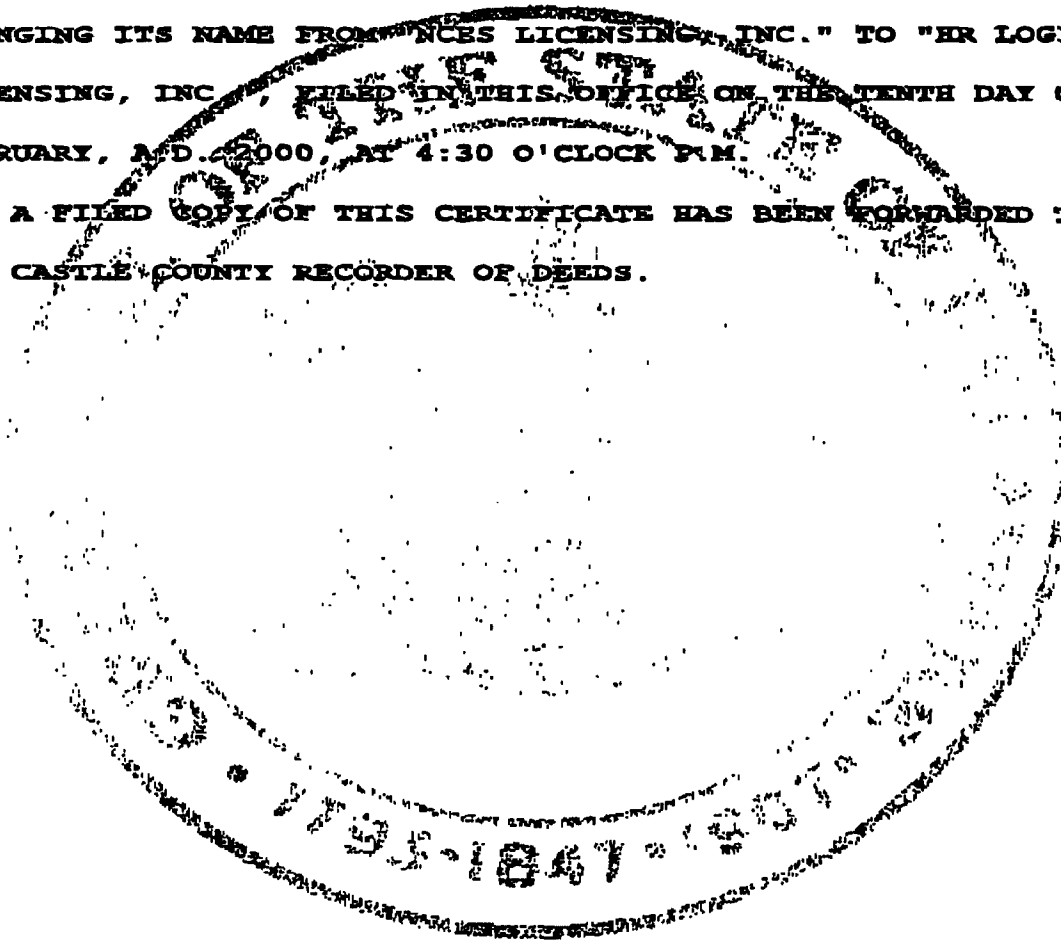
December 17, 2001
Date

Total number of pages comprising coversheet: 1

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "NCES LICENSING, INC.", CHANGING ITS NAME FROM "NCES LICENSING, INC." TO "HR LOGIC LICENSING, INC. FILED IN THIS OFFICE ON THE TENTH DAY OF FEBRUARY, A.D. 2000, AT 4:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

0253095

AUTHENTICATION:

02-11-00

DATE:

2796659 8100

001070222

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
NCES LICENSING, INC.**

NCES LICENSING, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

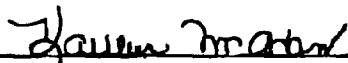
FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of NCES LICENSING, INC. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The name of the corporation is HR LOGIC LICENSING, INC.

SECOND: That the aforesaid 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, NCES LICENSING, INC., has caused this certificate to be signed by Kathleen McAdam, its Treasurer, this first day of February, 2000.



**Kathleen McAdam
Treasurer**