

03-08-2002

RE

EET



102006801

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS, U.S. DEPARTMENT OF COMMERCE, WASHINGTON, DC 20513
PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPY THEREOF

1. Name of conveying party(ies): 2-8-02
Software Management Group, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Ohio Corporation
 Other _____
 Additional name(s) of conveying party(ies) attached? yes no

2. Name and address of receiving party(ies):
 Name: Bluespring Software, Inc.
 Internal Address: Third Floor
 Street Address: 1128 Main Street
 City: Cincinnati State: Ohio Zip: 45210
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____ FEB - 8 2002
 Corporation-State Ohio Corporation
 Other _____
 If assignee is not domiciled in the United States, a domestic representative designation is attached: yes no
 (Designation 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: May 18, 2000

4. Registration numbers:
 A. Trademark Registration Nos.: 2,328,903 and 2,367,974, Covering the following Trademarks:
 PRIORITY COMMUNICATIONS SOLUTIONS (Reg. # 2,328,903) and
 SMG SOFTWARE MANAGEMENT GROUP, INC. & Design (Reg. # 2,367,974)
 Additional numbers attached? yes no

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Karen Kreider Gaunt
 Internal Address: Keating, Muething & Klekamp, P.L.L.
 Street Address: 1400 Provident Tower, One E. 4th Street
 City: Cincinnati State: Ohio Zip: 45202

6. Total number of registrations involved: 2
 7. Total fee (37 CFR 3.41): \$ 65.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number: _____
 (Attached duplicate copy of this page if paying by deposit account)

03/07/2002 LNUELLER 00000129 2328903
 01 FC:41 40.00 OP
 02 FC:42 25.00 OP

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.
Karen Kreider Gaunt [Signature] 2/6/02
 Name of Person Signing Signature Date



TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: 1

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1. 6/ 6/2000	200015700838	AMD DOMESTIC/AMENDMENT TO ARTICLES	35.00	10.00	0.00	0.00	0.00
TOTAL			35.00	10.00	0.00	0.00	0.00

Return To:
JONES, DAY, REAVIS & POGUE
ATTN L R SAMBLANET
41 S HIGH ST STE 1900
COLUMBUS, OH 43215-0000

-----cut along the dotted line-----



The State of Ohio
 *Certificate* 

Secretary of State - J. Kenneth Blackwell

967754

It is hereby certified that the Secretary of State of Ohio has custody of the business records for BLUE SPRING SOFTWARE, INC. and that said business records show the filing and recording of:

Document(s)
 DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):
 200015700838

United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 2nd day of
 June, A.D. 2000



J. Kenneth Blackwell
 J. Kenneth Blackwell
 Secretary of State



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FLE (1-877-767-3453)

Expedite this form
 Yes

**CERTIFICATE OF AMENDMENT
BY DIRECTORS OF**

SOFTWARE MANAGEMENT GROUP

(Name of Corporation)
967754

(charter number)

Erik Zigman, who is the **Vice President**

(name)

(title)

of the above named Ohio corporation for profit, does hereby certify that:

a meeting of the shareholders was duly called and held on _____ (date)

in a writing signed by all the Directors pursuant to Section 1701.54 of the Ohio Revised Code, the following resolution was adopted pursuant to Section 1701.70(B) (1) (insert proper paragraph number) of the Ohio Revised Code:

RESOLVED, that Article FIRST of the Corporation's Articles of Incorporation be deleted in its entirety and replaced with the following new Article FIRST:

FIRST: The name of the Corporation shall be Bluespring Software, Inc.

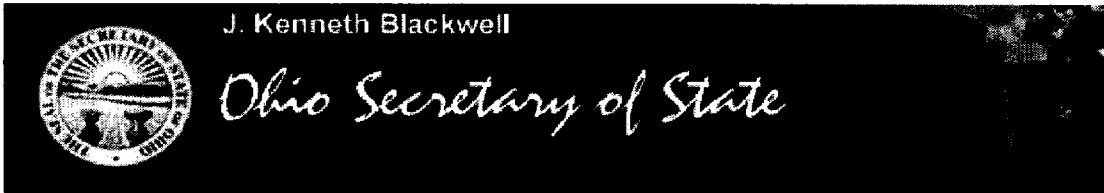
**J. KENNETH BLACKWELL
SECRETARY OF STATE**

IN WITNESS WHEREOF, the above named officer, acting for and on behalf of the corporation, has hereunto subscribed his name on May 18, 2000
(his/her) (date)

Signature: _____

Title: **Vice President**

Erik Zigman



PRIOR BUSINESS NAME

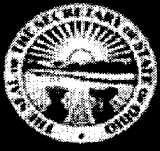
Business Services Queries

Prior Business Name Information

Prior Name	Change Date	Current Name
SOFTWARE MANAGEMENT GROUP,	Jun 02 2000	BLUESPRING SOFTWARE,

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J. Kenneth Blackwell

Ohio Secretary of State

BUSINESS FILINGS DETA

Business Services Queries

Business Filing Information

Business Name	Filing Type	Filing Date	Doc Id <i>Click for Image !</i>	Additional Filing Type Info
BLUESPRING SOFTWARE, INC.	Domestic Articles/For Profit	Feb 05 1997	5737_0222	
	Domestic Agent Subsequent Appointment	Jun 03 1997	5940_0828	
	Agent Name/Address Tax Update	Apr 07 1999	Agntupdt	
	Domestic/Amendment To Articles	Dec 30 1999	200000503383	Increase Of Authorized Stock Shares
	Domestic/Amendment To Articles	Jan 07 2000	200001201217	
	Domestic Agent Subsequent Appointment	Dec 10 1999	200003301135	
	Domestic/Amendment To Articles	Jun 02 2000	200015700838	Change Of Name
	Domestic/Amended Restated Articles	Jul 12 2000	200022201844	Domestic Change Of Shares, Increase Of Authorized Stock Shares
	Domestic/Amendment To Articles	Jun 28 2001	200118400302	Change Of Purpose

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