

03-15-2002



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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

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

1. Name of conveying party(ies):

Thomson Proxy Services, Inc.
3-1002

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State DEL
- Other _____

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

2. Name and address of receiving party(ies)

Name: Institutional Shareholder Services, Inc.
Internal Address: (formerly named Proxy Monitor Service, Inc.)

Street Address: 2094 Gaither Rd.
City: Rockville State: MD Zip: 20817

- 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
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 8/21/2001

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

A. Trademark Application No.(s)
75/441984 (PVS)
76/274024 (GGQ)

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: Carol Herndon, Esq.

Internal Address: Law Offices

Street Address: 7608 Savannah Drive

City: Bethesda State: MD Zip: 20817

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 80.00

- Enclosed check
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

CAROL HERNDON

Name of Person Signing

DBYRNE 00000245 76274024

Carol Herndon

Signature

2-15-02

Date

Total number of pages including cover sheet, attachments, and document: 3

03/14/2002

01 FC:481
02 FC:482

40.00 OP
25.00 OP

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

Refund Ref:
03/14/2002 DBYRNE 0000115130

CHECK Refund Total: \$15.00

TRADEMARK
REEL: 002461 FRAME: 0819

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, 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 "THOMSON PROXY SERVICES INC.", CHANGING ITS NAME FROM "THOMSON PROXY SERVICES INC." TO "PROXY MONITOR SERVICES INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2814658 8100

AUTHENTICATION: 1313341

010412355

DATE: 08-24-01

TRADEMARK
REEL: 002461 FRAME: 0820

**CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
THOMSON PROXY SERVICES INC.**

Pursuant to Title 8, Section 242 of the Delaware General Corporation Law, the undersigned corporation, THOMSON PROXY SERVICES INC., executed this Certificate of Amendment of the Certificate of Incorporation.

The undersigned corporation hereby certifies that it has duly adopted the following amendment to its Certificate of Incorporation:

FIRST: The name of the corporation is PROXY MONITOR SERVICES INC. (the "Corporation").

WHEREFORE, said corporation has caused this Certificate to be signed by an authorized officer, this 20th day of August, 2001.

THOMSON PROXY SERVICES INC.

By: 
James Heard, Chairman

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/21/2001
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