

04-08-2002

4-8-02



To The Honorable Commissioner for Patent, 102046161 ed original documents or copy thereof.

1. Name of conveying party(ies):  
Novations Group, Inc.  
 Street Address: 5314 North 250 West, Suite 320  
 City: Provo  
 State: UT Zip: 84604

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation - State of Utah  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
 Name: Novations Group, Inc.  
 Street Address: 5314 North 250 West, Suite 320  
 City: Provo  
 State: UT Zip: 84604

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation - State of Delaware  
 Other \_\_\_\_\_

3. Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                     Change of Name  
 Other \_\_\_\_\_

Execution Date: Effective as of January 4, 1998

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

<u>1,642,785</u>	<u>1,645,582</u>	<u>1,648,815</u>
<u>2,209,071</u>	<u>2,236,339</u>	<u>2,378,002</u>

Additional numbers attached?  Yes  No

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

Name: Michael J. Clayborne, Esq.  
 Internal Address: Nutter, McClennen & Fish, LLP  
 Street Address: One International Place  
 City: Boston  
 State: MA Zip: 02110-2699

6. Total number of applications and registrations involved: ..... 6

7. Total fee (37 CFR 3.41)..... \$165.00

Enclosed  
 Authorized to be charged deposit account

8. Deposit account number:  
14-1449

(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.

Michael J. Clayborne  
 Name of Attorney

Signature

4/4/2002  
 Date

Total number of pages including cover sheet: 4

04/09/2002 6TOM11 00000052 1642785

01 FC:481  
02 FC:482

40.00 OP  
125.00 OP

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

TRADEMARK  
REEL: 002476 FRAME: 0001

# Delaware

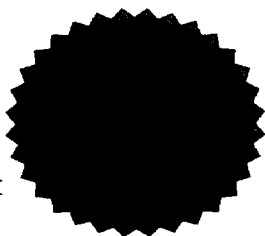
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## The First State

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 MERGER, WHICH MERGES:

"NOVATIONS GROUP, INC.", A UTAH CORPORATION,

WITH AND INTO "NOVATIONS ACQUISITION CORP." UNDER THE NAME OF "NOVATIONS GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MAY, A.D. 1998, AT 2 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1699854

DATE: 04-03-02

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TRADEMARK  
REEL: 002476 FRAME: 0002

**CERTIFICATE OF MERGER  
OF  
NOVATIONS GROUP, INC.  
INTO  
NOVATIONS ACQUISITION CORP.**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of Delaware, does hereby certify:

1. That the names of the constituent corporations of the merger (the "Merger") are Novations Group, Inc., a corporation organized under the laws of the State of Utah, and Novations Acquisition Corp., a corporation organized under the laws of the State of Delaware.

2. That an Agreement and Plan of Merger (the "Merger Agreement") among Provant, Inc., Novations Group, Inc., Joseph Folkman, Joseph Hanson, Kurt Sandholtz, Norman Smallwood, Randy Stott, Jonathan Younger, Novations Acquisition Corp., Paul M. Verrochi and Dominic J. Puopolo has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware and Section 16-10a-1107 of the Utah Business Corporation Act.

3. That the surviving corporation in the Merger is Novations Acquisition Corp.

4. That the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation except that Article FIRST of such Certificate of Incorporation is hereby amended by deleting said Article in its entirety and inserting in place thereof the following:

"The name of the corporation is Novations Group, Inc."

5. That the executed Merger Agreement is on file at the office of the surviving corporation located at 67 Batterymarch Street, Suite 500, Boston, MA 02110.


6. That a copy of the Merger Agreement will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

7. The authorized capital stock of Novations Group, Inc. is one million (1,000,000) shares of common stock; one dollar (\$1.00) par value.

8. The Merger shall be effective on May 4, 1998.

NOVATIONS ACQUISITION CORP.

Dated: As of May 1, 1998

By:   
Rajiv Bhargava  
President

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:00 PM 05/01/1998  
981168268 - 2846198

RECORDED: 04/08/2002

TRADEMARK  
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