

04-19-2002



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

<p>1. Name of conveying party(ies): <u>4-5-02</u> MarketResponse Amersfoort B.V.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other private company with limited liability in Netherlands</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: MarketResponse International Internal Group B.V. Address: Hellestraat 16 Postbux III2 Street Address: 3800 BC Amersfoort NETHERLANDS City: _____ State: _____ Zip: _____</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other private company with ltd liability in Netherlands</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: September 18, 1992</p>	

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,975,577</p>	<p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jean M. Maxwell Trademark Legal Assistant Coordinator Internal Address: _____ Street Address: Palmer & Dodge LLP 111 Huntington Avenue City: Boston State: MA Zip: 02199</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41).....\$ 40.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Jean M. Maxwell
Name of Person Signing
Jean Maxwell
Signature
April **5**, 2002
Date

Total number of pages including cover sheet, attachments, and document: **8**

04/18/2002 BRYNE 00000268 1975577
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

**REVOCATION AND APPOINTMENT
IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

In re:	Registration of)
	MarketResponse International Group B.V.)
	(fka MarketResponse Amersfoort B.V.))
)
Registration No.:	1,975,577)
Registration Date:	May 28, 1996)
Mark:	MARKETRESPONSE (and Design))
Atty. Reference:	17539-1-1)

Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

APPOINTMENT

Madam:

Registrant hereby designates the law firm of Palmer & Dodge LLP, 111 Huntington Avenue, Boston, Massachusetts 02199-7613, as its domestic representative upon whom all notices or process in proceedings affecting the above-identified trademark registration may be served.

Registrant hereby appoints each of Mark A. Fischer, F. Andrew Anderson, Laurie S. Gill, and Patrick J. Concannon, members of the bar of the Commonwealth of Massachusetts, with offices at Palmer & Dodge LLP, 111 Huntington Avenue, Boston, Massachusetts, telephone number (617) 239-0100, facsimile number (617) 227-4420 to prosecute this registration, and to transact all business in connection therewith.

Address all telephone calls to F. Andrew Anderson, Esq., at telephone number (617) 239-0223, facsimile number (617) 227-4420. Address all correspondence to F. Andrew Anderson at Palmer & Dodge LLP, 111 Huntington Avenue, Boston, Massachusetts, 02199-7613 or e-mail "aanderson@palmerdodge.com."

1,975,577

- 2 -

IN WITNESS WHEREOF, this Designation of Domestic Representative by Registrant has been executed on behalf of Registrant by its duly authorized officer.

Respectfully submitted,

MARKETRESPONSE INTERNATIONAL GROUP B.V.

(fka MarketResponse Amersfoort BV)

By: _____

W.T. Brethouwer

Managing Director

CERTIFICATE OF MAILING

728 735108
EL049507502US

I hereby certify that this correspondence is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. 1.10 on the date indicated above and is addressed to Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3573:

On: ~~March~~ ^{April} 5, 2002

By: _____

Jean M. Maxwell

** TOTAL PAGE.09 **

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: MarketResponse International Group B.V.)
 (fka MarketResponse Amersfoort B.V.))
)
 Mark: MARKETRESPONSE (and Design))
)
 Registration No.: 1,975,577)
)
 Registration Date: May 28, 1996)
)
 Our Ref.: 17539-1-1)

CHANGE OF ADDRESS OF REGISTRANT

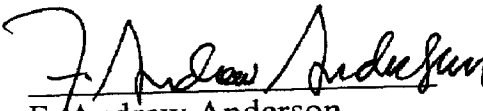
To: Commissioner for Trademarks
 Box POST REG - NO FEE
 2900 Crystal Drive
 Arlington, VA 22202-3513

Registrant, MarketResponse International Group B.V. (fka MarketResponse Amersfoort B.V.), hereby gives notice of a change of its business address. The registrant's new address is as follows:

MarketResponse International Group B.V.
 Hellestraat 16 Postbus 1112
 3800 BC Amersfoort
 Kingdom of Netherlands

MARKETRESPONSE INTERNATIONAL
 GROUP B.V.
 (fka MarketResponse Amersfoort B.V.)
 By Its Attorney

Date: April 4, 2002

By: 
 F. Andrew Anderson
 Palmer & Dodge LLP
 111 Huntington Avenue
 Boston, MA 02199-07613

STATUTENWIJZIGING

Heden, negentien juli negentienhonderd zesennegentig, --
 verscheen voor mij, Mr Albertus Johannes Antonius van --
 Orsouw, notaris ter standplaats Utrecht: -----
 de heer Willem Tijmen Brethouwer, directeur, geboren te
 Heerlen op zeventwintig februari negentienhonderd ----
 zevenenvijftig, wonende te 3832 GC Leusden, Waldeck ----
 Pymontlaan 1, gehuwd, die zich gelegitimeerd heeft met
 zijn paspoort met nummer M994992. -----

De comparant verklaarde: -----

- A. Door de algemene vergadering van aandeelhouders van
 de besloten vennootschap met beperkte -----
 aansprakelijkheid: MarketResponse Amersfoort B.V., -
 gevestigd te Amersfoort, 3811 LL, Hellestraat 12, --
 ingeschreven in het Handelsregister te Amersfoort, -
 onder dossiernummer 30821, is besloten tot -----
 wijziging van de statuten. -----
 Bij dit besluit is aan de comparante machtiging ----
 verleend om de akte van statutenwijziging te doen --
 verlijden. -----
- B. Van dit besluit en van deze machtiging blijkt uit --
 een aan deze akte gehecht stuk. -----
- C. 1. De statuten zijn vastgesteld bij akte van -----
 oprichting verleden voor Schreurs & Van Duin, --
 notarissen te Hoorn, op twintig december -----
 negentienhonderd vierentachtig. -----
 2. De statuten zijn laatstelijk gewijzigd bij akte -
 van statutenwijziging verleden voor mij, -----
 notaris, op achttien september negentienhonderd -
 tweeënnegentig. -----
- D. Ter uitvoering van voormeld besluit worden de -----
 statuten met ingang van heden gewijzigd en ----
 vastgesteld als volgt: -----

----- STATUTEN -----

NAAM EN ZETEL -----

Artikel 1 -----

De vennootschap is genaamd: -----
 MARKETRESPONSE INTERNATIONAL GROUP B.V. -----
 Zij heeft haar zetel te Amersfoort. -----

DOEL -----

Artikel 2 -----

De vennootschap heeft ten doel: -----

1. het deelnemen in, het verlenen van management-
 diensten aan, het beheren, besturen, (doen) -----
 exploiteren en financieren van ondernemingen, -----
 ongeacht hun doel; -----
2. het verwerven, beheren, exploiteren en vervreemden -

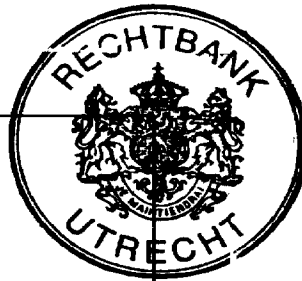
3. van effecten, onroerende zaken en andere -----
vermogensbestanddelen; -----
het verrichten van al hetgeen met het vorenstaande -
verband houdt of daartoe bevorderlijk kan zijn, ----
waaronder begrepen het instaan voor schulden en ----
andere verplichtingen van gelieerde ondernemingen --
door het stellen van zakelijke of andere zekerheid,
alles in de ruimste zin. -----
etcetera. -----

WAARVAN AKTE, in minuut is verleden te Utrecht op de ---
datum in het hoofd dezer akte vermeld. -----
Na zakelijke opgave van de inhoud van deze akte aan de -
comparant, heeft deze verklaard van de inhoud van -----
deze akte te hebben kennisgenomen en op volledige -----
voorlezing daarvan geen prijs te stellen. -----
Vervolgens is deze akte na beperkte voorlezing -----
ondertekend door de comparant en door mij, notaris, ----
om tien uur negentien

(volgt ondertekening)

UITGEGEVEN VOOR WOORDELIJK
GELIJKLUIDEND UITTREKSEL

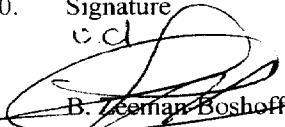




APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: The Netherlands
This public document
2. has been signed by
Mr A.J.A van Orsouw
3. acting in the capacity of:
Notary
4. bears the seal/stamp of:
Mr A.J.A. van ORSOUW
NOTARIS te UTRECHT
Authenticated
5. at UTRECHT
6. On February 26, 2002
7. by the clerk of the District Court
of Utrecht

10. Signature

 B. Zeeman Boshoff

8. no. 02/237



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CTR 5153

AMENDMENT OF THE ARTICLES OF ASSOCIATION

Today, the nineteenth of July nineteen hundred and ninety-six, there appeared before me, *mr.* Albertus Johannes Antonius van Orsouw, civil-law notary practising in Utrecht:

Mr Willem Tijmen Brethouwer, company director, born in Heerlen on the twenty-seventh of February nineteen hundred and fifty-seven, living in Leusden at Waldeck Pymontlaan 1 (postcode 3832 GC), married, who has proved his identity with his passport no. M994992.

The person appearing declared that:

- A. The general meeting of shareholders of the private company with limited liability: MarketResponse Amersfoort B.V., with its registered office in Amersfoort at Hellestraat 12 (postcode 3811 LL), listed in the Trade Register of Amersfoort under file number 30821, has resolved to amend the articles of association.
In this resolution the person appearing was granted authorization to have the deed of amendment of the articles of association executed.
- B. This resolution and this authorization are evidenced by a document attached to this deed.
- C.
 1. The articles of association were adopted by deed of incorporated executed on the twentieth of December nineteen hundred and eighty-four before Schreurs & Van Duin, civil-law notaries practising in Hoorn.
 2. The articles of association were most recently amended by deed of amendment of the articles of association executed on the eighteenth of September nineteen hundred and ninety-two before me, civil-law notary.
- D. In implementation of the aforementioned resolution, the articles of association will be amended as from today and laid down as follows:

ARTICLES OF ASSOCIATION

NAME AND REGISTERED OFFICE

Article 1

The name of the company is: MARKETRESPONSE INTERNATIONAL GROUP B.V.

It has its registered office in Amersfoort.

OBJECTS

The objects of the Company are:

1. to participate in, grant management services to, manage, operate and cause to be operated and finance companies, irrespective of their objects;
2. to acquire, manage, operate and alienate securities, immovable property and other assets;
3. to carry out everything related or conducive to the foregoing, including guaranteeing debts and other obligations of affiliated companies by providing collateral or other security, all in the widest sense.
et cetera.

WHEREOF DEED, executed in one original in Utrecht on the date first written at the beginning of this deed.

After the substance of this deed had been communicated to the person appearing, he declared that he had taken cognizance of its contents and did not require it to be read out in full.



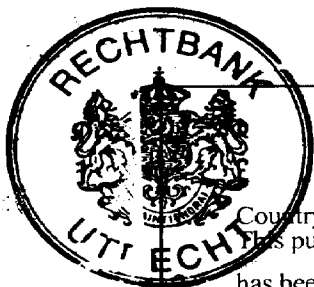
CMS Derks Star Busmann

After its limited reading, this deed was subsequently signed by the person appearing and me, civil-law notary, at 10.19 a.m. (signatures)

CERTIFIED AS A TRUE COPY

I, Aart van den End, sworn translator for the English language, registered with the District Court of Utrecht, having offices at Sophialaan 27/s, Zeist, the Netherlands, certify the above text of 2 page to be a true and complete translation from Dutch into English of the faxed copy of the original text seen by me, in witness whereof signed and stamped:

23 February 2002



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

Country: The Netherlands
This public document

1. has been signed by
A. van den End

2. acting in the capacity of:
Sworn translator

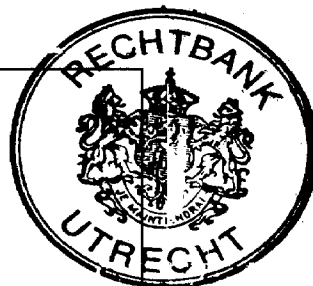
3. bears the seal or stamp of:
A. van den End ZEIST sworn translator – traducteur assermenté
verdelijger uübersetzer

Authenticated

4. at UTRECHT 5. on February 5, 2002

6. by the clerk of the District Court
of Utrecht

10. Signature



no. 02/237

TRADEMARK