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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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.

1. Name of conveying party(ies):

Active Research, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

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

3. Nature of conveyance:

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

Execution Date: 01/08/2001

2. Name and address of receiving party(ies)

Name: Active Decisions, Inc.

Internal Address: 1400 Fashion Island Blvd. Suite 500 Street Address: City: San Mateo State: CA Zip: 94404

- 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

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

A. Trademark Application No.(s) 76191432 78114623 78114627 78114603 78114615

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: Anne Hiaring

Internal Address:

Street Address: 19 Brookmont

City: San Anselmo State: CA Zip: 94960

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

08/19/2002 DBYRNE 00000107 76191432

Anne Hiaring 40.00 DP 900.00 DP Name of Person Signing

Signature

July 1 2002 Date

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

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

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

OF

ACTIVE RESEARCH, INC.


The undersigned hereby certifies that:

1. He is the duly elected and acting Chief Executive Officer of Active Research, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on July 30, 1995.
3. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of Certificate of Incorporation amends Article One of this corporation's Certificate of Incorporation to read in its entirety as follows:

"The name of the corporation is Active Decisions, Inc."

4. The foregoing Certificate of Amendment has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed at Burlingame, California, January 9, 2001.


Jeffrey W. Dyer, Chief Executive Officer

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/10/2001
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TRADEMARK
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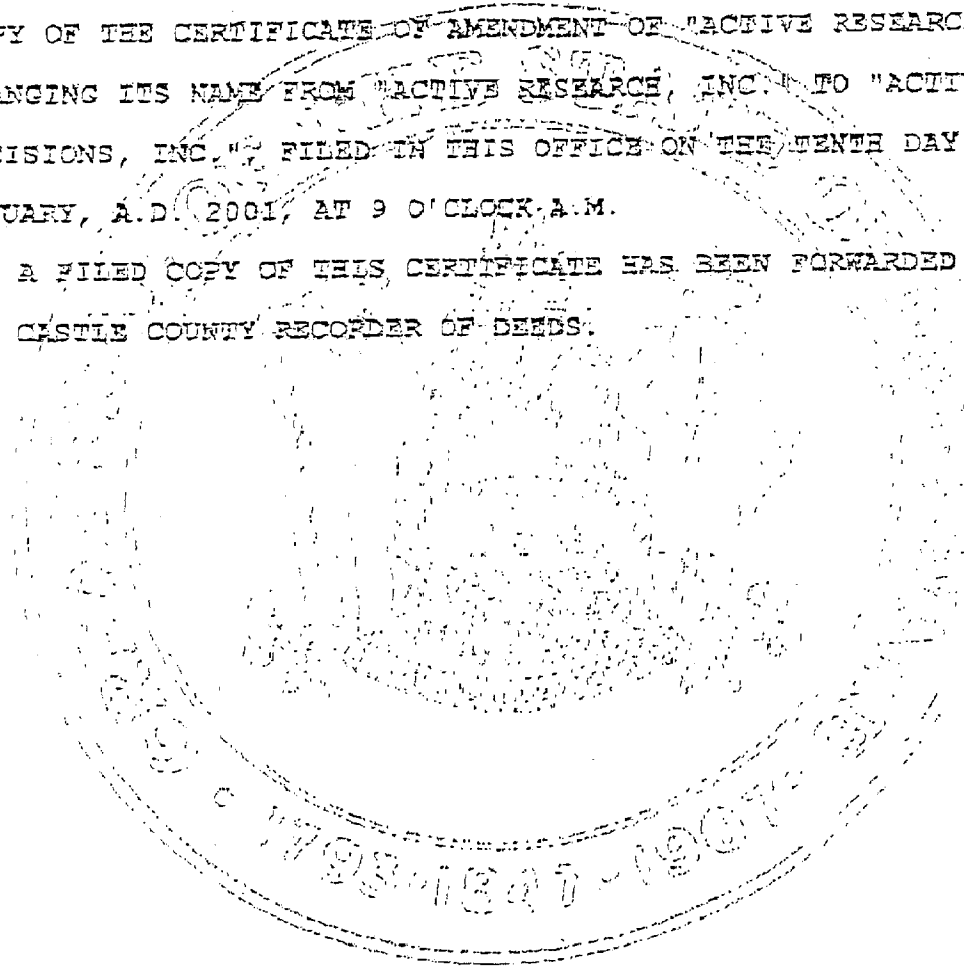
State of Delaware

Office of the Secretary of State

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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 "ACTIVE RESEARCH, INC.", CHANGING ITS NAME FROM "ACTIVE RESEARCH, INC." TO "ACTIVE DECISIONS, INC." FILED IN THIS OFFICE ON THE TENTH DAY OF JANUARY, 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

 Secretary of State

AUTHENTICATION: 0910745
 DATE: 01-11-01

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EXHIBIT A