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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):

TMG SOLUTIONS INC.

- Individual(s) Association General Partnership Limited Partnership Corporation-State DE 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: June 3, 2002

2. Name and address of receiving party(ies)

Name: MOSAIC SALES SOLUTIONS (II) INC.

Internal

Address:

Street Address: 6051 North State Hwy. 160

City: Irving State: TX Zip: 75038

- 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)

B. Trademark Registration No.(s) 1,350,963

2,214,945

Additional number(s) attached Yes No

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

Name: Heather E. Balmat

Internal Address: Testa, Hurwitz &

Thibeault, LLP

Street Address: 125 High Street

High Street Tower

City: Boston, State: MA Zip: 02110

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Heather E. Balmat

Name of Person Signing

Heather E. Balmat

Signature

8/16/02

Date

Total number of pages including cover sheet, attachments, and document: 4

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

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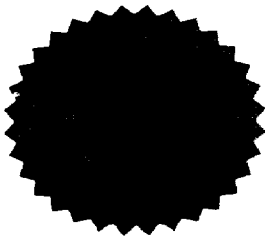
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# Delaware

PAGE 1

*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 AMENDMENT OF "TMG SOLUTIONS INC.", CHANGING ITS NAME FROM "TMG SOLUTIONS INC." TO "MOSAIC SALES SOLUTIONS (II) INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JUNE, A.D. 2002, AT 12 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1867278

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DATE: 07-03-02

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**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
TMG SOLUTIONS INC.**

TMG Solutions Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of the Corporation, by written consent effective June 3, 2002, in accordance with Sections 141(f) and 242 of the General Corporation Law of the State of Delaware, duly adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Corporation and declaring its advisability. The resolution setting forth the proposed amendment is substantially as follows:

**RESOLVED:** That the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation that the Corporation amend its Certificate of Incorporation to change its corporate name from "TMG Solutions Inc." to "Mosaic Sales Solutions (II) Inc.", by deleting Article First in its entirety and replacing it with the following:

**"FIRST.** The name of the corporation is Mosaic Sales Solutions (II) Inc. (the "Corporation")."

**SECOND:** That in lieu of a meeting and vote of the sole stockholder, the sole stockholder of the Corporation has by written consent, effective June 3, 2002, in accordance with Section 228 of the General Corporation Law of the State of Delaware consented to the proposed amendment set forth above and authorized the filing of a certificate of amendment reflecting the proposed amendment.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware and written notice of such consent has been given to all stockholders who have not consented in writing to the said amendment.

**FOURTH:** That the Certificate of Incorporation, as amended, is hereby amended by amending and restating Article FIRST as follows:

**"FIRST.** The name of the corporation is Mosaic Sales Solutions (II) Inc. (the "Corporation")."

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed as of the 3<sup>rd</sup> day of June, 2002.

TMG SOLUTIONS INC.

By: /s/ Ben Kaak

Name: Ben Kaak

Title: Vice President

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RECORDED: 08/16/2002

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