

12-06-2002



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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):

aleri, inc.

12.2.02

- Individual(s) Association General Partnership Limited Partnership Corporation-State 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: March 25, 2002

2. Name and address of receiving party(ies)

Name: Aleri Group, Inc.

Internal

Address:

Street Address: Two Prudential Plaza, 41st. Floor

City: Chicago State: IL Zip: 60601

- 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)

76/171,959 - ALERI

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: Deborah J. Peckham

Internal Address: Testa, Hurwitz & Thibeault, LLP

Street Address: 125 High Street

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

20-0531

DO NOT USE THIS SPACE

9. Signature.

Deborah J. Peckham

Name of Person Signing

Signature

Nov. 25, 2002

Date

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

5

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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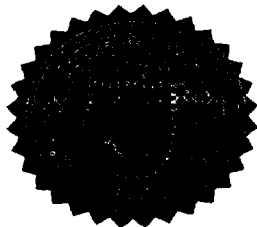
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TRADEMARK REEL: 002629 FRAME: 0452

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 "ALERI, INC.", CHANGING ITS NAME FROM "ALERI, INC." TO "ALERI GROUP INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 2002, AT 2:30 O'CLOCK P.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

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AUTHENTICATION: 1687189

DATE: 03-26-02

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
aleri, inc.

March 22, 2002

aleri, 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 pursuant to Section 242 of the Delaware General Corporation Law:

FIRST: That, at meeting of the Board of Directors of the Corporation held on February 26, 2002, the Board of Directors of the Corporation duly and validly adopted the following resolutions:

RESOLVED: That a proposed amendment (the "Amendment") to the Amended and Restated Certificate of Incorporation of the Corporation, as amended to date (the "Charter"), to change its corporate name from "aleri, inc." to "Aleri Group Inc.," namely by deleting Article I in its entirety and replacing it with the text as set forth below, is hereby approved as being advisable and in the best interest of the Corporation:

"The name of the corporation is Aleri Group Inc. (the "Corporation")."

RESOLVED: That the Board of Directors recommends the Amendment pursuant to the preceding resolution to the stockholders as being advisable and in the best interests of the Corporation and its stockholders, and hereby calls for the circulation to the stockholders of stockholders' resolutions by written consent in lieu of a special meeting to consider approval of the proposed Amendment.

RESOLVED: That, subject to stockholder approval of the Amendment, the executive officers of the Corporation are, and each acting singly hereby is, authorized, in the name and on behalf of the Corporation, to prepare, execute, and file with the office of the Secretary of State of Delaware the Amendment in order to reflect the amendment to the Charter as set forth in the preceding resolutions.

RESOLVED: That, subject to the filing of the Amendment with the Secretary of State, the seal impressed upon these resolutions is hereby adopted as the seal of the Corporation.

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SECOND: That the aforesaid Charter Amendment was duly adopted by written consent of the stockholders of the Corporation in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Amendment in the name and on behalf of the Corporation as of the date first above written.

aleri, inc.

By: *Janine L. Conder*
Janine Conder
Secretary

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RECORDED: 11/25/2002

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