

ENT BY: JANIS MANNING ;
04/15/03 TUE 09:44 FAX 9727183946

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FORM PTO-1594

U.S. DEPARTMENT OF COMMERCE - Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks, Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
BBN Corporation

Individual(s)
 General Partnership
 Corporation-State - Massachusetts

Association
 Limited Partnership

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

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

Other:

Execution Date: May 18, 2000

2. Name and address of receiving party(ies):
Name: Genivity Solutions Inc.
Internal Address:
Street Address: 3 Van de Graeff Drive
City: Burlington State: Massachusetts ZIP: 01803

Individual(s) Citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State - Massachusetts
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation 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)
75/907,376 75/935,847 75/388,051 75/762,674

Additional numbers attached? Yes No

B. Trademark registration No.(s)

850,189	1,218,250	1,498,347	1,570,262	2,073,214
2,104,333	2,106,307	2,108,439	2,113,400	2,113,537
2,125,626	2,148,533			

5. Name and address of party in whom correspondence concerning document should be mailed:
Name: Janis M. Manning
Internal Address: c/o Christian R. Andersen
Verizon Corporate Services Group Inc.
Mailcode HQE03H01

Street Address: 600 Hidden Ridge Drive
Mail Code HQE0H01
City: Irving State: TX ZIP: 75038

6. Total number of applications and registrations involved: **16**

7. Total fee (37 CFR 3.41): \$415.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
07-2351
(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.

Janis M. Manning
Name of Person Signing

Janis M. Manning
Signature

May 1, 2003
Date

Total number of pages comprising cover sheet:
Do not detach this portion

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

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FEDERAL IDENTIFICATION NO. 04-2164398

The Commonwealth of Massachusetts

Examiner

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

SECRETARY OF THE COMMONWEALTH
CORPORATION DIVISION
00 MAY 19 PM 12 21

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

Name Approved

We, Paul R. Gudonis _____, *President / ~~Vice President~~

and Steven N. Avruch _____, *Clerk / *Assistant Clerk,

of BBN Corporation _____
(Exact name of corporation)

located at 3 Van de Graaff Drive, Burlington, MA 01803 _____
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

Number 1 _____
(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted ~~at a meeting held on~~ ^{by written consent dated} May 18, 2000 by vote of:

21,644,919 shares of Common Stock _____ of 21,644,919 shares outstanding,
(type, class & series, if any)

~~_____ shares of _____ of _____ shares outstanding, and~~
(type, class & series, if any)

~~_____ shares of _____ of _____ shares outstanding~~
(type, class & series, if any)

- C
- P
- M
- R.A.

¹ being at least a majority of each type, class or series outstanding and entitled to vote thereon: / or ² being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby:

See Exhibit A annexed hereto.

*Delete the inapplicable words. **Delete the inapplicable clause.

¹ For amendments adopted pursuant to Chapter 156B, Section 70.

² For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additional articles may be made on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

TRADEMARK
REEL 2643 FRAME: 0665

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

EXHIBIT A

VOTED, that an amendment to the Articles of Organization of the Corporation to change the name of the Corporation to Genuity Solutions Inc. be and it hereby is approved and authorized; and

VOTED, that the officers of the Corporation at the time in office be, and each of them hereby is, authorized and-empowered, for and on behalf of the Corporation, to execute and deliver such agreements, certificates, and other instruments and documents, attested by the clerk or an assistant clerk of the Corporation, if requested or required, and under the Corporation's seal, if requested or required, in such form and with such terms and provisions (including specification of an effective date of the amendment after its filing date) as any such officer may approve, such officer's execution thereof to be conclusive evidence of such approval, and to take such other action, as any of them may deem necessary or appropriate to carry out the intent and purposes of the foregoing vote.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 18 day of May, 2000.

Paul R. Gudonis

Paul R. Gudonis, *President / *Vice President.

Steven N. Avruch

Steven N. Avruch, *Clerk / *Assistant Clerk.

TRADEMARK

*Delete the inapplicable words.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in
the amount of \$ _____ having been paid, said articles are deemed
to have been filed with me this _____ day of _____
19 _____

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

M.A. Kramer, Paralegal
Genuity Inc.
3 Van de Graaff Drive
Burlington, MA 01803

Telephone: 781-262-3135

TRADEMARK