

01-30-2003

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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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.

1. Name of conveying party(ies):

1-28-03

Provant Vertical Market Solutions, Inc.

- ☐ 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: 6/30/02

2. Name and address of receiving party(ies)

Name: Provant Performance Solutions, Inc.

Internal

Address: _____

Street Address: 75 North Maple Avenue

City: Ridgewood State: NJ Zip: 07450

- ☐ 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) _____

See Attached Schedule A

Additional number(s) attached ☒ Yes ☐ No

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

Name: Matthew D. Hanaghan

Internal Address: Nutter, McClennen & Fish, LLP

Street Address: World Trade Center West

City: Boston State: MA Zip: 02210

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

141449

DO NOT USE THIS SPACE

9. Signature.

Renee' Diana Sanft

Name of Person Signing

Signature

1/27/03

Date

12

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

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

TRADEMARK

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FINANCE SECTION
RECORDS

Schedule A

Please record a Change of Name (from Provant Vertical Market Solutions, Inc. to Provant Performance Solutions, Inc.) for the following trademark registrations.

Note - A separate Change of Name (from MOHR Learning, Inc. to Provant Vertical Solutions, Inc.) was filed one day earlier and is attached for your reference.

Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	
MOHR LEARNING	2,532,662	January 22, 2002	Registered
GROCERY READY	2,304,264	December 28, 1999	Registered
RETAILREADY	2,298,553	December 7, 1999	Registered

1186090.1

CERTIFICATE OF MERGER
OF
J. HOWARD & ASSOCIATES, INC.,
DECKER COMMUNICATIONS, INC.,
NOVATIONS GROUP, INC., and
BT.NOVATIONS, INC.
with and into
PROVANT VERTICAL MARKET SOLUTIONS, INC.

Provant Vertical Market Solutions, Inc., a corporation organized and existing under the Delaware General Corporation Law (the "DGCL"), hereby certifies pursuant to Section 251 of the DGCL as follows:

1. That the names of the constituent corporations to the merger are Provant Vertical Market Solutions, Inc., a corporation organized under the laws of the State of Delaware, J. Howard & Associates, Inc., a corporation organized under the laws of the State of Delaware, Decker Communications, Inc., a corporation organized under the laws of the State of Delaware, Novations Group, Inc., a corporation organized under the laws of the State of Delaware, and BT.Novations, Inc., a corporation organized under the laws of the State of Delaware.

2. That an Agreement and Plan of Merger (the "Merger Agreement") between the constituent corporations to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the DGCL.

3. That the surviving corporation in the merger is Provant Vertical Market Solutions, Inc. (the "Surviving Company").

4. That the Certificate of Incorporation of the Surviving Company shall be its Certificate of Incorporation, except that the Certificate of Incorporation of the Surviving Company shall be amended by deleting ARTICLE 1 in its entirety and by inserting the following in place thereof:

"ARTICLE 1. Name. The name of the corporation is Provant Performance Solutions, Inc."

5. That the effective date of the merger shall be 11:59 p.m. on June 30, 2002.

6. That the executed Merger Agreement is on file at an office of the Surviving Company located at 75 North Maple Avenue, Ridgewood, NJ 07450.

7. That the Surviving Company will furnish a copy of the Merger Agreement on request and without cost to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 28th day of June, 2002, and is being filed in accordance with Section 251 of the Delaware General Corporation Law by an authorized officer of the Surviving Company.

PROVANT VERTICAL MARKET SOLUTIONS, INC.

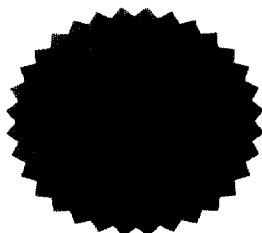
By: 
Norman G. Fornella, Vice President

1114844.1

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 MERGER OF "PROVANT VERTICAL MARKET SOLUTIONS, INC.", CHANGING ITS NAME FROM "PROVANT VERTICAL MARKET SOLUTIONS, INC." TO "PROVANT PERFORMANCE SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2002, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 2002, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2190715

2969758 8100

030011734

DATE: 01-07-03

Schedule A

MOHR Learning, Inc. Trademark Registrations

Please record a Change of Name (from MOHR Learning, Inc. to Provant Vertical Market Solutions, Inc.) for the following trademark registrations

Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	
MOHR LEARNING	2,532,662	January 22, 2002	Registered
GROCERY READY	2,304,264	December 28, 1999	Registered
RETAILREADY	2,298,553	December 7, 1999	Registered

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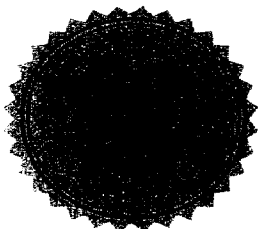
Delaware

The First State

PAGE 1

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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 "MOHR LEARNING, INC.", CHANGING ITS NAME FROM "MOHR LEARNING, INC." TO "PROVANT VERTICAL MARKET SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF AUGUST, A.D. 2001, AT 10 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2190743

2969758 8100

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DATE: 01-07-03

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MOHR LEARNING, INC.

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

MOHR Learning, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

1. That the Board of Directors of the Company, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Company's Certificate of Incorporation:

VOTED: The Certificate of Incorporation of the Company shall be amended such that the Article First thereof, as amended, shall be and read as follows:

"Article First. The name of the corporation is 'Provant Vertical Market Solutions, Inc.'"

2. That in lieu of a meeting and a vote of stockholders, the sole stockholder of the Company has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

3. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

4. That this Certificate of Amendment of the Certificate of Incorporation of the Company shall be effective immediately upon filing.

MOHR LEARNING, INC.

By: 
Norman G. Fornella
Vice President

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