

02-05-2003

Form PTO-1594 RI
(Rev. 03/01)
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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):
R& D Software, Inc. **2-303**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Maine
 Other _____

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

2. Name and address of receiving party(ies)
Name: Common Census, Inc.
Internal
Address: _____
Street Address: 90 Bridge Street
City: Westbrook State: ME Zip: 04092

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Maine
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: January/3, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2118992

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: David P. Crocker, Esq.
Internal Address: _____

Street Address: Russell House, 158 Pleasant Avenue

City: Portland State: ME Zip: 04103

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: _____
(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.

Daniel Freund
Name of Person Signing

[Signature]
Signature

Jan 13 2003
Date

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

02/04/2003 ECDOPER 00000194 2118992
01 FC:8521 40.00 DP

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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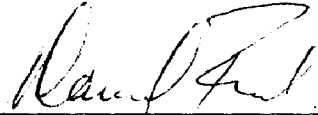
UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
Trademark Certificate of Name Change

I, Daniel Freund, hereby certify:

1. My name is Daniel Freund and I am the President of Common Census, Inc., formerly R & D Software, Inc., a Maine corporation, and that I have personal knowledge of the following.
2. As of December 21, 1999, R & D Software, Inc. amended its Articles of Incorporation so as to change its name from "R & D Software, Inc." to "Common Census, Inc." A true copy of the amendment from the Maine Secretary of State is attached hereto as Exhibit A.

DATED: January 13, 2003

Common Census, Inc.



By: Daniel Freund
Its: President

STATE OF MAINE
Cumberland, ss

January 13, 2003

Personally appeared the above-named Daniel Freund and acknowledged the above instrument to be his free act and deed individually and in his capacity as President of Common Census, Inc. and the free act and deed of Common Census, Inc.

Before Me,



~~Notary Public~~ ATTORNEY AT LAW
DAVID P. CROCKER

My Commission Expires:

COMMON CENSUS, INC.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

The following amended and restated Articles of Incorporation have been adopted by unanimous written consent of the shareholders of Common Census, Inc. (the "Corporation"). The Corporation was formerly known as R&D Software, Inc. The Articles of Incorporation of the Corporation were originally filed in the office of the Secretary of State of Maine on August 16, 1993.

FIRST: The name of the Corporation is Common Census, Inc., and it is located in Maine at Portland.

SECOND: The name of its Clerk, who must be a Maine resident, and the address of its registered office shall be:

David P. Crocker, 158 Pleasant Avenue, Portland, ME 04103-3204

THIRD: The number of directors constituting the board of directors shall be not less than 1 nor more than 9 directors.

FOURTH: Within the foregoing limits, the number of directors may be increased or decreased from time to time by resolution of the shareholders or by resolution of the directors.

FIFTH: There shall be two classes of shares, as set forth in Schedule 1 attached hereto and made a part hereof.

SIXTH: Meetings of the shareholders may be held outside the State of Maine.

SEVENTH: There are no preemptive rights.

EIGHTH: Pursuant to 13-A M.R.S.A. § 517(2), the Corporation may make distributions to its shareholders from capital surplus.