

2-5-03 RECO TF

02-11-2003



102360351

To the Honorable Commissioner of Patents and Trademarks documents or copy thereof.

1. Name of conveying party(ies):

MOHR Learning, 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: 8/29/01

2. Name and address of receiving party(ies)

Name: Provant Vertical Market 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

OFFICE OF PRIORITY RECORDS 2003 FEB -5 11 10 06 FINANCE SECTION

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:

2

7. Total fee (37 CFR 3.41) \$ 65

- 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

2/5/03

Date

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

02/10/2003 ECDOPER 00000267 2276414

01 FC:0521 02 FC:0522

40.00 OP 25.00 OP

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

**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>	
<b>HUMANET</b>	<b>2,276,414</b>	<b>September 7, 1999</b>	<b>Registered</b>
<b>LEARNING SYSTEMS SCIENCES</b>	<b>2,213,636</b>	<b>December 19, 1998</b>	<b>Registered</b>

1187549.1

**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.

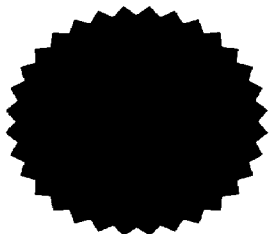
By:   
Norman G. Fornella  
Vice President

# 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 "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

2969758 8100

030011745

AUTHENTICATION: 2190742

DATE: 01-07-03

TRADEMARK

RECORDED: 02/05/2003

REEL: 002667 FRAME: 0932