



04-29-2003



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

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

Tab settings

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

1. Name of conveying party(ies): **4-24-03**
 Language Analysis Systems Federal Consulting, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (Delaware)
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: Language Analysis Systems, Inc.
 Internal Address: _____
 Address: _____
 Street Address: 2214 Rock Hills Road
 City: Herndon State: VA Zip: 20170
 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

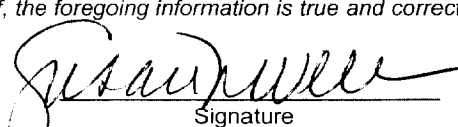
3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: August 6, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
2454259; 2484333
 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Susan Neuberger Weller
 Internal Address: Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
 Street Address: 12010 Sunset Hills Road, Suite 900
 City: Reston State: VA Zip: 20190

6. Total number of applications and registrations involved: 2
 7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number:
50-0311
 (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.
Susan Neuberger Weller  April 24, 2003
 Name of Person Signing Signature Date

04/28/2003 DBYRNE 00000000 2454259

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

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40.00 OR 25.00 OP

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

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF**

LANGUAGE ANALYSIS SYSTEMS FEDERAL CONSULTING, INC.

Pursuant to Sections 242 & 245 of the General Corporation Law of the State of Delaware ("DGCL"), this Amended and Restated Certificate of Incorporation amends and restates the Corporation's Certificate of Incorporation and all prior amendments thereto by deleting from the Certificate all such amendments and all provisions thereof and substituting in lieu thereof the Amended and Restated Certificate of Incorporation set forth in its entirety below. The corporation was incorporated in the State of Delaware on September 15, 1994 under the name Language Analysis Systems, Inc.

FIRST: The name of the corporation is Language Analysis Systems, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, in the County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the DGCL.

FOURTH: The total number of shares of stock that the Corporation shall have authority to issue is Three Million Five Hundred Thousand (3,500,000). All such shares are to be Common Stock, par value of \$ 0.01 per share, and are to be of one class.

No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive (i) any shares of stock of the Corporation of any class, now or hereafter authorized, (ii) any options or warrants for such shares, (iii) any rights to subscribe to or purchase such shares, or (iv) any securities convertible into or exchangeable for such shares, which may at any time or from time to time be issued, sold or offered for sale by the Corporation.

FIFTH: Unless and except to the extent that the By-laws of the Corporation ("By-laws") shall so require, the election of directors of the Corporation need not be by written ballot.

SIXTH: The Corporation may, to the fullest extent permitted by Section 145 of the DGCL, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

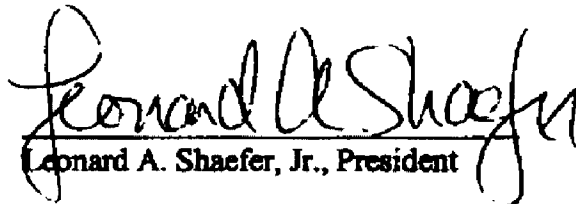
SEVENTH: Directors of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty except that this Article shall not eliminate or limit the liability of a director (i) for any breach of a director's

duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the DGCL; or (iv) for any transaction from which a director derived an improper personal benefit. If the DGCL hereafter is amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended DGCL. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH: The Corporation reserves the right from time to time to amend or repeal any provision in this Certificate of Incorporation, and any other provision authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges conferred upon stockholders, directors or any other person by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article, except as provided in the last sentence of Article Six.

NINTH: Meetings of stockholders may be held within or without the State of Delaware as the By-laws may provide. The books of the Corporation may be kept (subject to any statutory provision) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws.

The undersigned hereby acknowledges that the foregoing Amended and Restated Certificate of Incorporation is his act and deed on August 6, 2002.

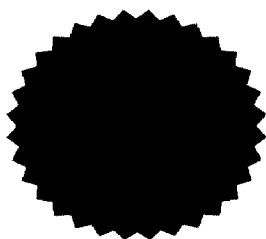

Leonard A. Shaefer, Jr., President

Delaware

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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 RESTATED CERTIFICATE OF "LANGUAGE ANALYSIS SYSTEMS FEDERAL CONSULTING, INC.", CHANGING ITS NAME FROM "LANGUAGE ANALYSIS SYSTEMS FEDERAL CONSULTING, INC." TO "LANGUAGE ANALYSIS SYSTEMS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2435336 8100

AUTHENTICATION: 2367836

030248204

DATE: 04-15-03
TRADEMARK

RECORDED: 04/24/2003

REEL: 002720 FRAME: 0029