

10-27-2003



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

102583910 TRADEMARKS ONE

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):

Novations Performance 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: 5/9/03

2. Name and address of receiving party(ies)

Name: Novations Group, Inc.

Internal

Address:

Street Address: 745 Boylston Street

City: Boston State: MA Zip: 02116

- 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

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 Hanaghan

Internal Address: Nutter, McClennen & Fish, LLP

Street Address: World Trade Center West

155 Seaport Boulevard

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

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9. Signature. 40.00 OP 50.00 OP

Renee' Diana Sanft Name of Person Signing

Signature

10/22/03 Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK REEL: 002851 FRAME: 0637

Schedule A

Schedule of Trademarks of Novations Performance Solutions, Inc.

Mark	Ser/Reg	Reg Date/Filing Date	Status
United States			
MANAGER'S MINDSET	76/199,052	January 24, 2001	Pending
MANAGER'S MINDSET	2,670,545	January 24, 2001	Registered
MANAGER'S MINDSET	2,646,888	November 5, 2002	Registered

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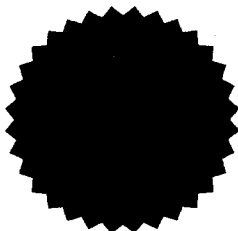
Delaware

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 "NOVATIONS PERFORMANCE SOLUTIONS, INC.", CHANGING ITS NAME FROM "NOVATIONS PERFORMANCE SOLUTIONS, INC." TO "NOVATIONS GROUP, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF MAY, A.D. 2003, AT 1:16 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2969758 8100

AUTHENTICATION: 2411124

030302674

DATE: 05-12-03

TRADEMARK
REEL: 002851 FRAME: 0639

NOVATIONS PERFORMANCE SOLUTIONS, INC.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Novations Performance Solutions, 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 Certificate of Incorporation of the Company is hereby amended such that Article First thereof, as amended, shall be and read as follows:

"Article First. The name of the corporation is 'Novations Group, Inc.'"

2. 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 aforesaid amendment to the Company's Certificate of Incorporation.

3. That in lieu of a meeting and a vote of stockholders, the sole stockholder of the Company has given written consent to the aforesaid 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 Section 242 of the General Corporation Law of the State of Delaware.

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

NOVATIONS PERFORMANCE
SOLUTIONS, INC.

By: /s/ Craig B. Sawin
Craig B. Sawin
President

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