

12-16-2003



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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:

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 (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 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:

6

7. Total fee (37 CFR 3.41) \$ 165

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

141449

2003 DEC 11 AM 9:20 DPR/FINANCE

DO NOT USE THIS SPACE

9. Signature.

Renee' Diana Sanft

Name of Person Signing

Signature

12/10/03

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

12/15/2003 ECOOPER 00000235 2209071

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40.00 DP 125.00 DP

Schedule A

Novations Group, Inc. Trademarks

<u>Mark</u>	<u>Reg.No.</u>	<u>Reg. Date</u>	<u>Status</u>
TURNING FEEDBACK INTO CHANGE	2,209,071	December 8, 1998	Registered
DECKER GRID SYSTEM	1,860,867	November 1, 1994	Registered
COMMUNICATING FOR SUCCESS...EVERYDAY	2,286,834	October 12, 1999	Registered
COMMUNICATING WITH C.A.R.E.	2,284,252	October 5, 1999	Registered
MAKING THE SPOKEN CONNECTION	2,284,251	October 5, 1999	Registered
THE DECKER CORNERSTONES	2,528,120	January 8, 2002	Registered

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

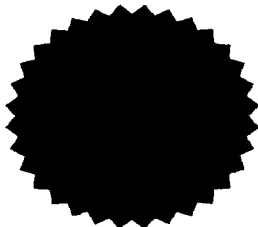
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Delaware

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.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2512364

DATE: 07-03-03

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RECORDED: 12/11/2003

TRADEMARK
REEL: 002879 FRAME: 0573