

02-09-2004



102664159

To the Honorable Commissioner

and original documents or copy thereof.

1. Name of conveying party(ies):

24-04

Provant 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: 1/16/03

2. Name and address of receiving party(ies)

Name: Novations Performance Solutions, 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
(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: _____

62

7. Total fee (37 CFR 3.41).....\$ 1,565

- 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

2/4/04

Date

Total number of pages including cover sheet, attachments, and document: 8

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

02/06/2004 EDDOPER 00000052 2374831

01 FC:8521
02 FC:8522

40.00 DP
1525.00 DP

Schedule A

Novations Performance Solutions, Inc. Trademarks

CROSSING THE LINE	2,374,831	August 8, 2000	Registered
CROSSING THE LINE	2,332,484	March 21, 2000	Registered
THE INCLUSION WORKSHOP: STRATEGIES FOR YOUR SUCCESS	2,424,567	January 30, 2001	Registered
THE INCLUSION WORKSHOP: STRATEGIES FOR YOUR SUCCESS	2,335,667	March 28, 2000	Registered
GETTING TO ZERO	2,343,241	April 18, 2000	Registered
WHAT TO DO ON MONDAY	2,424,568	January 30, 2001	Registered
WHAT TO DO ON MONDAY	2,335,666	March 28, 2000	Registered
GETTING TO ZERO	2,529,282	January 15, 2002	Registered
BEHAVIORAL INTERVIEWING (AND DESIGN)	1,538,522	May 9, 1989	Registered
BEHAVIORAL INTERVIEWING (AND DESIGN)	1,546,804	July 4, 1989	Registered
BEHAVIORAL TECHNOLOGY FINDING ANSWERS IN ACTIONS	2,127,583	January 6, 1998	Registered
FINDING ANSWERS IN ACTIONS	2,210,732	December 15, 1998	Registered
BEHAVIORAL TECHNOLOGY	1,648,582	June 18, 1991	Registered
SKILSHARE	2,143,453	March 10, 1998	Registered
BEHAVIORAL TECHNOLOGY	2,116,622	November 25, 1997	Registered
PERFORMANCE COMMUNICATIONS	2,044,825	March 11, 1997	Registered
MISCELLANEOUS DESIGN (CHASING ARROWS)	2,116,612	November 25, 1997	Registered
SKILMATCH (AND DESIGN)	1,480,608	March 15, 1988	Registered
SKILMATCH	1,618,526	October 23, 1990	Registered
MISCELLANEOUS DESIGN (HUMAN FIGURES)	1,617,407	October 16, 1990	Abandoned
BEHAVIORAL TECHNOLOGY (AND DESIGN)	2,417,578	January 2, 2001	Registered
JOBSYNC	2,454,146	May 22, 2001	Registered
SKILMATCH	2,442,309	April 10, 1001	Registered
MISCELLANEOUS (THREE- RING DESIGN)	2,426,826	February 6, 2001	Registered
BEHAVIORAL TECHNOLOGY (AND DESIGN)	2,426,823	February 6, 2001	Registered

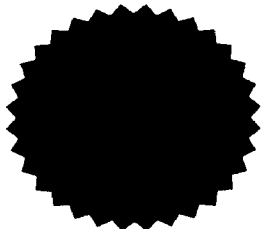
BEHAVIORAL TECHNOLOGY (AND DESIGN)	2,499,053	October 16, 2001	Registered
BEHAVIORAL TECHNOLOGY (AND DESIGN)	2,473,162	July 31, 2001	Registered
MISCELLANEOUS (THREE-RING DESIGN)	2,447,712	May 1, 2001	Registered
MISCELLANEOUS (THREE-RING DESIGN)	2,417,580	January 2, 2001	Registered
MISCELLANEOUS (THREE-RING DESIGN)	2,425,129	January 30, 2001	Registered
TALENTPLANNING	76/353,086	December 19, 2001	Pending
TALENTPLANNING	76/353,211	December 19, 2001	Pending
TALENTPLANNING	76/353,209	December 19, 2001	Pending
TALENTPLANNING (AND DESIGN)	76/353,087	December 19, 2001	Pending
TALENTPLANNING (AND DESIGN)	76/353,212	December 19, 2001	Pending
TALENTPLANNING (AND DESIGN)	76/353,210	December 19, 2001	Pending
TALENTSELECTION	2,628,229	October 1, 2002	Registered
TALENTSELECTION	2,621,252	September 17, 2002	Registered
TALENTSELECTION	2,694,246	March 4, 2003	Registered
TALENTSELECTION (AND DESIGN)	76/350,582	December 18, 2001	Pending
TALENTSELECTION (AND DESIGN)	76/353,064	December 19, 2001	Pending
TALENTSELECTION (AND DESIGN)	76/353,099	December 19, 2001	Pending
TALENTDEVELOPMENT	2,694,247	March 4, 2003	Registered
TALENTDEVELOPMENT	2,691,733	February 25, 2003	Registered
TALENTDEVELOPMENT	2,694,248	March 4, 2003	Registered
TALENTDEVELOPMENT (AND DESIGN)	76/350,385	December 18, 2001	Pending
TALENTDEVELOPMENT(AND DESIGN)	76/350,189	December 18, 2001	Pending
TALENTDEVELOPMENT(AND DESIGN)	76/350,581	December 18, 2001	Pending
FOUR STAGES SERIES	2,236,339	March 30, 1999	Registered
CAREER BEST T TALENTS P PASSIONS O ORGANIZATION	2,378,002	August 15, 2000	Registered
MITE	1,642,785	April 30, 1991	Registered

NOVATIONS	1,648,815	June 25, 1991	Registered
NOVATIONS	1,645,582	May 21, 1991	Registered
EFFECTIVE COMMUNICATING	76/506,195	April 14, 2003	Pending
THE ACCOUNTING GAME	2,140,916	March 3, 1998	Registered
MOHR LEARNING	2,532,662	January 22, 2002	Registered
GROCERY READY	2,304,264	December 28, 1999	Registered
RETAILREADY	2,298,553	December 7, 1999	Registered
HUMANET	2,276,414	September 7, 1999	Registered
LEARNING SYSTEMS SCIENCES	2,213,636	December 19, 1998	Registered
M&A INTEGRATION	2,153,236	April 21, 1998	Registered
CE (STYLIZED LETTERS)	2,303,884	December 28, 1998	Registered

1296928.1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PROVANT PERFORMANCE SOLUTIONS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NOVATIONS PERFORMANCE SOLUTIONS, INC.", THE SIXTEENTH DAY OF JANUARY, A.D. 2003, AT 11 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2969758 8320

AUTHENTICATION: 2208370

030032602

DATE: 01-16-03

TRADEMARK
REEL: 002905 FRAME: 0213

PROVANT PERFORMANCE SOLUTIONS, INC.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Provant 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 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 'Novations Performance 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 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.

PROVANT PERFORMANCE
SOLUTIONS, INC.

By: Craig B. Sawin
Craig B. Sawin
President

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: Craig B. Sawin
Craig B. Sawin
President

1211981.2

RECORDED: 02/04/2004

TRADEMARK
REEL: 002905 FRAME: 0215