

09/13/2004
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Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s): Nth Degree Acquisition Corp. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____ Citizenship (see guidelines) _____ Execution Date(s) <u>April 23, 2001</u> Additional names of conveying parties attached? <input type="checkbox"/> Yes <input type="checkbox"/> No		2. Name and address of receiving party(ies) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Additional names, addresses, or citizenship attached? Name: <u>Nth Degree, Inc.</u> Internal Address: _____ Street Address: <u>1492 Kelton Drive</u> City: <u>Stone Mountain,</u> State: <u>Georgia</u> Country: <u>USA</u> Zip: <u>30083</u> <input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input checked="" type="checkbox"/> Corporation Citizenship <u>Delaware</u> <input type="checkbox"/> Other _____ Citizenship _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____		4. Application number(s) or registration number(s) and identification or description of the Trademark. A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>2,183,230</u> Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): <u>August 25, 1998</u>			
5. Name & address of party to whom correspondence concerning document should be mailed: Name: <u>John A. Cullis</u> Internal Address: <u>Neal, Gerber & Eisenberg LLP</u> Street Address: <u>Two North LaSalle Street</u> <u>Suite 2200</u> City: <u>Chicago,</u> State: <u>IL</u> Zip: <u>60602</u> Phone Number: <u>312 269 8000</u> Fax Number: <u>312 269 1741</u> Email Address: <u>jcullis@ngelaw.com</u>		6. Total number of applications and registrations involved: <u>1</u>	
7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ <input type="checkbox"/> Authorized to be charged by credit card <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed		8. Payment Information: a. Credit Card Last 4 Numbers _____ Expiration Date _____ b. Deposit Account Number <u>502261</u> Authorized User Name <u>John A. Cullis</u>	
9. Signature: <u>John A. Cullis</u> Signature Name of Person Signing		<u>September 9, 2004</u> Date Total number of pages including cover sheet, attachments, and document: <u>9</u>	

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

SEP. 1. 2004 11:31AM

HUMAN RESOURCES

NO. 308 P. 2

State of Delaware
Office of the Secretary of State

PAGE 1

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 "NTH DEGREE ACQUISITION CORP.", CHANGING ITS NAME FROM "NTH DEGREE ACQUISITION CORP." TO "NTH DEGREE, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF APRIL, A.D. 2001, AT 12 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

3359054 8100

010194373

AUTHENTICATION: 1094557

DATE: 04-23-01

09/01/2004 WED 10:31 [TX/RX NO 7849] 002

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SEP. 1. 2004 11:31AM HUMAN RESOURCES NO. 308 P. 3

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
NTH DEGREE ACQUISITION CORP.**

NTH DEGREE ACQUISITION CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that:

1. The name of the corporation is Nth Degree Acquisition Corp.
2. The certificate of incorporation of the Corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article I the following new Article I:

"ARTICLE I
Name

The name of the Corporation is nth Degree, Inc. (the "Corporation")."

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Nth Degree Acquisition Corp. has caused this certificate to be signed by its Vice President this 19th day of April, 2001.

/s/ Kathleen M. Johnston
Kathleen M. Johnston, Vice President

(717002.1)

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HUMAN RESOURCES

NO. 306 P. 4

State of Delaware
Office of the Secretary of State

PAGE 1

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 INCORPORATION OF "NTH DEGREE ACQUISITION CORP.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2001, AT 10:30 O'CLOCK A.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

3359054 8100

010084251

AUTHENTICATION: 0982294

DATE: 02-21-01

09/01/2004 WED 10:31 [TX/RX NO 7849] 004

TRADEMARK
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NO. 308 P. 5

**CERTIFICATE OF INCORPORATION
OF
NTH DEGREE ACQUISITION CORP.**

ARTICLE I

Name

The name of the Corporation is NTH DEGREE ACQUISITION CORP. (the "Corporation").

ARTICLE II

Registered Office and Registered Agent

The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle. The name of its registered agent is The Corporation Trust Company.

ARTICLE III

Nature of Business

The nature of the business to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law").

ARTICLE IV

Stock Issuance

Part A. Authorized Shares

The amount of the total authorized capital stock of the Corporation is 1,000 shares of common stock, \$0.01 par value (the "Common Stock").

Part B. General Provisions

Section 1. Registration of Transfer. The Corporation shall keep at its principal office (or such other place as the Corporation reasonably designates) a register for the registration of the Common Stock. Upon the surrender of any certificate representing the Common Stock at such place, the Corporation shall, at the request of the record holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares of the appropriate class of capital stock represented by the surrendered certificate. Each such new certificate shall be registered in such name and shall represent such number of shares as is requested by the holder of the surrendered certificate. The issuance of new certificates shall be made without charge to the holders of the surrendered certificates for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such issuance.

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Section 2. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder shall be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Common Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation, or, in the case of any such mutilation upon surrender of such certificate, the Corporation shall (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of such class represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

Section 3. Notices. Whenever, under the provisions of the statutes or of this Certificate of Incorporation or of the by-laws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by certified mail, return receipt requested, addressed to such director or stockholder, at his, her or its address as it appears on the records of the Corporation (unless otherwise specified in a written notice to the Corporation by such director or stockholder), with postage thereon prepaid, and such notice shall be deemed to be given four days after the same shall have been deposited in the United States mail, postage prepaid. Notice to directors may also be given personally, by telephone, telegram, mailgram, telex or facsimile. Notice to directors by telegram, mailgram, telex or facsimile shall be deemed delivered on the later of (a) 48 hours after the same is sent by that method and (b) 3:00 p.m. the first business day following transmission.

ARTICLE V **Board of Directors**

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

- (a) The business and affairs of the Corporation shall be managed by or under the direction of the board of directors of the Corporation (the "Board").
- (b) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation.
- (c) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the by-laws of the Corporation.
- (d) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the General Corporation Law, this Certificate of Incorporation, and any by-laws adopted by the stockholders; provided, however, that no by-laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such by-laws had not been adopted.

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ARTICLE VI
Unclaimed Dividends

Any and all right, title, interest and claim in or to any dividends declared by the Corporation, whether in cash, stock, or otherwise, which are unclaimed by the stockholder entitled thereto for a period of six years after the close of business on the payment date, shall be and is deemed to be extinguished and abandoned, and such unclaimed dividends in the possession of the Corporation, its transfer agents or other agents or depositories shall at such time become the absolute property of the Corporation, free and clear of any and all claims of any persons whatsoever.

ARTICLE VII
Interested Transactions

The Corporation shall have authority, to the fullest extent now or hereafter permitted by the General Corporation Law, or by any other applicable law, to enter into any contract or transaction with one or more of its directors or officers, or with any corporation, partnership, joint venture, trust, association, or other entity in which one or more of its directors or officers are directors or officers, or have a financial interest, notwithstanding such relationships and notwithstanding the fact that the director or officer is present at or participates in the meeting of the board of directors or committee thereof which authorizes the contract or transaction.

ARTICLE VIII
Liability of Directors

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except as to liability to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law, as the same exists or may hereafter be amended. If the General Corporation Law 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 General Corporation Law. Any repeal or modification of this Article VIII by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE IX
Creditor Arrangements

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the General Corporation Law or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8

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of the General Corporation Law order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on this Corporation.

ARTICLE X
Personal Liability of Directors

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law, as the same may be amended and supplemented, or any corresponding provision of the General Corporation Law.

ARTICLE XI
Indemnification

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board. The right to indemnification conferred by this Article XI shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article XI to directors of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article XI shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the by-laws of the Corporation, any statute, agreement, vote of the stockholders of the Corporation or disinterested directors of the Corporation or otherwise.

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Any repeal or modification of this Article XI shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

ARTICLE XII **Amendments**

The Corporation reserves the right to amend, alter, change repeal or waive any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

No amendment to or repeal of Article VIII or X of this Certificate of Incorporation shall apply to or have any effect on the rights of any individual referred to in Article VIII or X for or with respect to acts or omissions of such individual occurring prior to such amendment or repeal.

ARTICLE XIII **Business Combinations**

The Corporation shall not be governed by the provisions of Section 203 of the General Corporation Law.

ARTICLE XIV **Name and Mailing Address of Incorporator**

The name and mailing address of the incorporator are as follows:

Chad D. Striker
Alzheimer & Gray
10 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 20th day of February, 2001.

/s/ Chad D. Striker
Chad D. Striker, Sole Incorporator

(continued)