

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies):</p> <p>Brain North America Holding, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation (Michigan) <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies)</p> <p>Name: Brain North America, Inc.</p> <p>Address: 11720 Amber Park Drive Suite 400 Alpharetta, GA 30004</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation (Michigan) <input type="checkbox"/> Other - _____</p> <p>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) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 31, 2001</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s) See attached</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Hayley Smith, Senior Legal Assistant Kirkland & Ellis LLP 153 East 53rd Street New York, NY 10022-4675 (212) 446-4800 (Phone) (212) 446-4900 (Fax)</p>	<p>6. Total number of applications and registrations involved: 3</p> <p>7. Total fee (37 CFR 3.41)..... \$ 90 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account</p> <p>8. Charge to Deposit Account No. 111098 (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Hayley Smith Hayley Smith 10-6-04
Name of Person Signing Signature Date

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

GH \$90.00 111098 2396267

SCHEDULE TO RECORDATION COVER SHEET

Mark

Reg. No.

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2396267
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BCS/CS-515 (Rev. 02/01)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES											
Date Received JAN 03 2002	(FOR BUREAU USE ONLY)										
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	FILED JAN 04 2002 Administrator BUREAU OF COMMERCIAL SERVICES EFFECTIVE DATE:									
<table border="1" style="width: 100%;"> <tr> <td colspan="3">Name Jeffrey A. Ott, Warner Norcross & Judd LLP</td> </tr> <tr> <td colspan="3">Address 900 Fifth Third Center, 111 Lyon St., NW</td> </tr> <tr> <td>City Grand Rapids</td> <td>State MI</td> <td>Zip Code 49503</td> </tr> </table>			Name Jeffrey A. Ott, Warner Norcross & Judd LLP			Address 900 Fifth Third Center, 111 Lyon St., NW			City Grand Rapids	State MI	Zip Code 49503
Name Jeffrey A. Ott, Warner Norcross & Judd LLP											
Address 900 Fifth Third Center, 111 Lyon St., NW											
City Grand Rapids	State MI	Zip Code 49503									

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:	BRAIN North America Holding, Inc.
2. The identification number assigned by the Bureau is:	22252A

3. Article 1 of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is BRAIN North America, Inc. ✓

GA 10-12211aer ck

COMPLETE ONLY ONE OF THE FOLLOWING:

4. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, _____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____

Four signature lines with labels: (Signature), (Type or Print Name), (Signature), (Type or Print Name) for two individuals.

5. (For profit and nonprofit corporations whose Articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the 14th day of December 2001 by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- Four checkboxes with corresponding text:
- [] at a meeting the necessary votes were cast in favor of the amendment.
- [] by written consent of the shareholders or members having not less than the minimum number of votes required by statute...
- [x] by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act...
- [] by the board of a profit corporation pursuant to section 611(2).

The effective date will be at the close of business December 31, 2001.

Profit Corporations
Signed this 20 day of December 2001
By Jeffrey A. Ott, Secretary

Nonprofit and Professional Service Corporations
Signed this ___ day of ___
By ___

FORM 1000 (REV. 12/03)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
MAY 18 2004	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.
FILED	
MAY 19 2004	
Administrator BUREAU OF COMMERCIAL SERVICES	
EFFECTIVE DATE:	
Name Tina Perrin, CT Corporation	
Address 1350 Treat Blvd., Suite 100	
City Walnut Creek, CA 94597	State Zip Code

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF CHANGE OF REGISTERED OFFICE AND/OR CHANGE OF RESIDENT AGENT
For use by Domestic and Foreign Corporations and Limited Liability Companies
(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), or Act 23, Public Acts of 1993 (limited liability companies), the undersigned corporation or limited liability company executes the following Certificate:

- The name of the corporation or limited liability company is:
Brain North America, Inc.
- The identification number assigned by the Bureau is:
22252A
- a. The name of the resident agent on file with the Bureau is: CORPORATION SERVICE COMPANY
- b. The location of the registered office on file with the Bureau is:
900 FIFTH THIRD CENTER, 111 LYON ST NW, Grand Rapids, Michigan 49503
- c. The mailing address of the above registered office on file with the Bureau is:
Michigan

ENTER IN ITEM 4 THE INFORMATION AS IT SHOULD NOW APPEAR ON THE PUBLIC RECORD

- a. The name of the resident agent is: The Corporation Company
- b. The address of the registered office is:
30600 Telegraph Road, Bingham Farms, Michigan 48025
- c. The mailing address of the registered office IF DIFFERENT THAN 4B is:
Michigan
- The above changes were authorized by resolution duly adopted by: 1. ALL CORPORATIONS: its Board of Directors; 2. PROFIT CORPORATIONS ONLY: the resident agent if only the address of the registered office is changed, in which case a copy of this statement has been mailed to the corporation; 3. LIMITED LIABILITY COMPANIES: an operating agreement, affirmative vote of a majority of the members pursuant to section 502(1), managers pursuant to section 405, or the resident agent if only the address of the registered office is changed.
- The corporation or limited liability company further states that the address of its registered office and the address of its resident agent, as changed, are identical.

Signature 	Type or Print Name and Title or Capacity Gregory Ciunggiordano, Secretary	Date Signed 29 April 2004
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