

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Balanced Scorecard Collaborative, Inc.		05/06/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Palladium Group, Inc.		
<b>Street Address:</b>	55 Old Bedford Road		
<b>City:</b>	Lincoln		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	01773		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78581787	PALLADIUM	
<b>Serial Number:</b>	78626647	MANAGING TOMORROW'S PERFORMANCE TODAY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(215)979-1020		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	215-979-1267		
<b>Email:</b>	azgifford@duanemorris.com		
<b>Correspondent Name:</b>	Allison Z. Gifford, Esquire		
<b>Address Line 1:</b>	Duane Morris LLP, One Liberty Place		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103		
<b>NAME OF SUBMITTER:</b>	Allison Z. Gifford		
<b>Signature:</b>	/allison z. gifford/		
<b>Date:</b>	05/23/2005		

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Total Attachments: 2  
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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 RESTATED CERTIFICATE OF "BALANCED SCORECARD COLLABORATIVE, INC.", CHANGING ITS NAME FROM "BALANCED SCORECARD COLLABORATIVE, INC." TO "PALLADIUM GROUP, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF MAY, A.D. 2005, AT 2:44 O'CLOCK P.M.

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



2934599 8100

050372321

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3866463

DATE: 05-09-05

**TRADEMARK**  
**REEL: 003089 FRAME: 0312**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:44 PM 05/06/2005  
FILED 02:44 PM 05/06/2005  
SRV 050372321 - 2934599 FILE

STATE of DELAWARE

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

BALANCED SCORECARD COLLABORATIVE, INC.

Balanced Scorecard Collaborative, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:

A. The name of this corporation is Balanced Scorecard Collaborative, Inc. The date of filing of its original Certificate of Incorporation with the Delaware Secretary of State was October 19, 1998 under the name The Balanced Scorecard Collaborative, Inc.

B. This Amended and Restated Certificate of Incorporation has been adopted by the Board of Directors and the stockholders of the corporation in accordance with Sections 245, 242 and 228 of the General Corporation Law of the State of Delaware.

C. This Amended and Restated Certificate of Incorporation restates and amends the Certificate of Incorporation of this corporation by restating in its entirety the text of the Certificate of Incorporation to read as follows:

1. The name of this corporation is Palladium Group, Inc.
2. The registered office of this corporation in the State of Delaware is located c/o The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent is The Corporation Trust Company.
3. The purpose of this corporation 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.
4. The total number of shares of stock that this corporation shall have authority to issue is three thousand (3,000) shares of Common Stock, \$.001 par value per share. Each share of Common Stock shall be entitled to one vote.
5. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

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