

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TEC Worldwide, Inc.		03/31/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Vistage Worldwide, Inc.
Street Address:	11452 El Camino Real, Suite 400
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92130
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	78742616	VISTAGE BETTER LEADERS DECISIONS RESULTS
Serial Number:	78742611	VISTAGE BETTER LEADERS DECISIONS RESULTS
Serial Number:	78742615	VISTAGE BETTER LEADERS DECISIONS RESULTS
Serial Number:	78742606	VISTAGE BETTER LEADERS DECISIONS RESULTS
Serial Number:	78742602	VISTAGE BETTER LEADERS DECISIONS RESULTS
Serial Number:	78732627	VISTAGE
Serial Number:	78732619	VISTAGE
Serial Number:	78732608	VISTAGE
Serial Number:	78732596	VISTAGE
Serial Number:	78732588	VISTAGE

CORRESPONDENCE DATA	
Fax Number:	(415)772-6268
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	4157726000

OP \$265.00 78742616

Email: elayne.ricci@hellerehrman.com
Correspondent Name: Shannon Scott/Elayne Ricci
Address Line 1: 333 Bush Street
Address Line 4: San Francisco, CALIFORNIA 94104-2878

ATTORNEY DOCKET NUMBER: 42387-0002

NAME OF SUBMITTER: Shannon Scott

Signature: /shannon scott/

Date: 02/22/2007

Total Attachments: 2
source=Delaware SOS - Change of Name from TEC to Vistage 3-1-2006#page1.tif
source=Delaware SOS - Change of Name from TEC to Vistage 3-1-2006#page2.tif

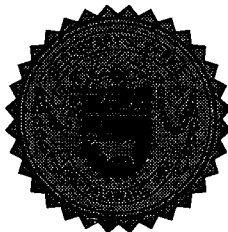
Delaware

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 "TEC WORLDWIDE, INC.", CHANGING ITS NAME FROM "TEC WORLDWIDE, INC." TO "VISTAGE WORLDWIDE, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2006, AT 3:45 O'CLOCK P.M.

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



2845340 8100

060308203

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4638931

DATE: 04-03-06

TRADEMARK
REEL: 003486 FRAME: 0371

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:05 PM 03/31/2006
FILED 03:45 PM 03/31/2006
SRV 060308203 - 2845340 FILE

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
TEC WORLDWIDE, INC.**

TEC Worldwide, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation 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 Amended and Restated Certificate of Incorporation of said corporation filed August 6, 1998, as amended December 29, 1998 and August 25, 2005:

Article I

The name of the corporation (the "Corporation") is Vistage Worldwide, Inc.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders, and the holders of each class of stock entitled to vote, have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said TEC Worldwide, Inc. has caused this certificate to be signed by James G. Higham, its Secretary this 31st day of March, 2006.

TEC WORLDWIDE, INC.

By: _____

James G. Higham, Secretary