

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
HAY ACQUISITION COMPANY I, INC.		08/03/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	HAY GROUP HOLDINGS, INC.		
Street Address:	2711 Centerville Road		
Internal Address:	Suite 400		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19808		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78876657	HELPING ORGANIZATIONS WORK	
CORRESPONDENCE DATA			
Fax Number:	(215)979-1020		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	215-979-1282		
Email:	Lfgould@duanemorris.com		
Correspondent Name:	LEWIS F. GOULD, JR.		
Address Line 1:	30 SOUTH 17TH STREET		
Address Line 4:	PHILADELPHIA, PENNSYLVANIA 19103		
ATTORNEY DOCKET NUMBER:	D4701-00384		
NAME OF SUBMITTER:	LEWIS F. GOULD, JR.		
Signature:	/lfg/		

CH \$40.00 78876657

Date:

04/09/2008

Total Attachments: 3

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Delaware

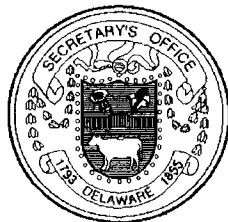
PAGE 1

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 CERTIFICATE OF AMENDMENT OF "HAY ACQUISITION COMPANY I, INC.", CHANGING ITS NAME FROM "HAY ACQUISITION COMPANY I, INC." TO "HAY GROUP HOLDINGS, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF AUGUST, A.D. 2007, AT 5:20 O'CLOCK P.M.

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

2232196 8100
070890500



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5903014

DATE: 08-06-07

TRADEMARK
REEL: 003756 FRAME: 0054

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Hay Acquisition Company I, 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 at a meeting of the Board of Directors of Hay Acquisition Company I, Inc., resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, That the Certificate of Incorporation of this corporation be amended by changing the Article First thereof so that, as amended said Article shall be and read as follows:

"First: The name of the corporation is Hay Group Holdings, Inc.".

SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF, said Hay Acquisition Company I, Inc. has caused this certificate to be signed by Jeffrey H. Marcus, it's Secretary this 3rd day of August, 2007.

HAY ACQUISITION COMPANY I, INC.

By: JEFFREY H. MARCUS
Jeffrey H. Marcus, Secretary