

02-26-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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2/22/99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

- Mark if additional names of conveying parties attached
- Name Execution Date
Month Day Year
- Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

- Mark if additional names of receiving parties attached

- Name
- DBA/AKATA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)
City State/Country Zip Code
- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

02/25/1999 JSHBAZZ 00000126 75418626

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 50.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1861 FRAME: 0892

RECEIVED
FEB 22 1999

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(212) 697-5995

Name

Amster, Rothstein & Ebenstein - ATT: Neal S. Greenfield, Esq.

Address (line 1)

90 Park Avenue

Address (line 2)

New York, New York 10016

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

3

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75418628

75423383

75444654

Number of Properties

Enter the total number of properties involved.

3

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 90.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

01-1785

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Neal S. Greenfield

Name of Person Signing

Signature

February 18, 1999

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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 "INTERNATIONAL LOGISTICS LIMITED", CHANGING ITS NAME FROM "INTERNATIONAL LOGISTICS LIMITED" TO "GEOLOGISTICS CORPORATION", FILED IN THIS OFFICE ON THE SECOND DAY OF MARCH, A.D. 1998, AT 1 O'CLOCK P.M.





Edward J. Freel, Secretary of State

2592658 8100

981256521

AUTHENTICATION:

DATE:

9257474

08-18-98

TRADEMARK
REEL: 1861 FRAME: 0894

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
INTERNATIONAL LOGISTICS LIMITED**

International Logistics Limited, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That, by unanimous written consent of the Board of Directors of the Corporation dated February 16, 1998, resolutions were duly adopted setting forth the proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing its officers to submit said amendment to the stockholders of the Corporation for consideration thereof. The resolutions setting forth the proposed amendments are as follows:

RESOLVED, that Article I of the Corporation's Amended and Restated Certificate of Incorporation be amended to read as follows:

"The name of the Corporation is: "GeoLogistics Corporation" (hereinafter referred to as the "Company")."

SECOND: That, thereafter, by written consent of the holders of at least 80% of the voting stock of the Corporation, the necessary number of shares required by the Corporation's bylaws were voted in favor of the amendment. Prompt written notice in accordance with section 228 of the General Corporation Law of the State of Delaware has been given to those stockholders of the Corporation and have not consented in writing.

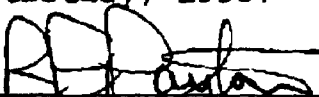
THIRD: That said amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

LA-1113855_2

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 03/02/1998
981079624 - 2592658

TRADEMARK
REEL: 1861 FRAME: 0895

IN WITNESS WHEREOF, International Logistics Limited has caused this certificate to be signed by Roger E. Payton, its Chief Executive Officer, this 24th day of February, 1998.



Roger E. Payton

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