

05-17-1999



Tab settings 5-10-99

To the Honorable Commissioner of Patents and Trademarks

101038824

original documents or copy thereof.

1. Name of conveying party(ies):

International Alliance Services, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 19, 1997

2. Name and address of receiving party(ies)

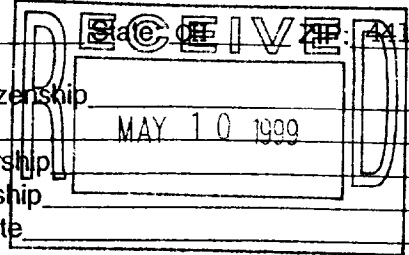
Name: Century Business Services, Inc.

Internal Address:

Street Address: 6480 Rockside Woods Blvd. #330

City: Cleveland State, OH ZIP: 44131

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other



If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/357,803 - 09/09/97

75/354,353 - 09/09/97

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Gordon D. Kinder

Internal Address:

Renner, Otto, Boisselle & Sklar

Street Address: 1621 Euclid Avenue

City: Cleveland State: OH ZIP: 44115

05/17/1999 INGVEN 00000077 75357803

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

18-0988

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481
02 FC:482

40.00 DP
25.00 DP

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.

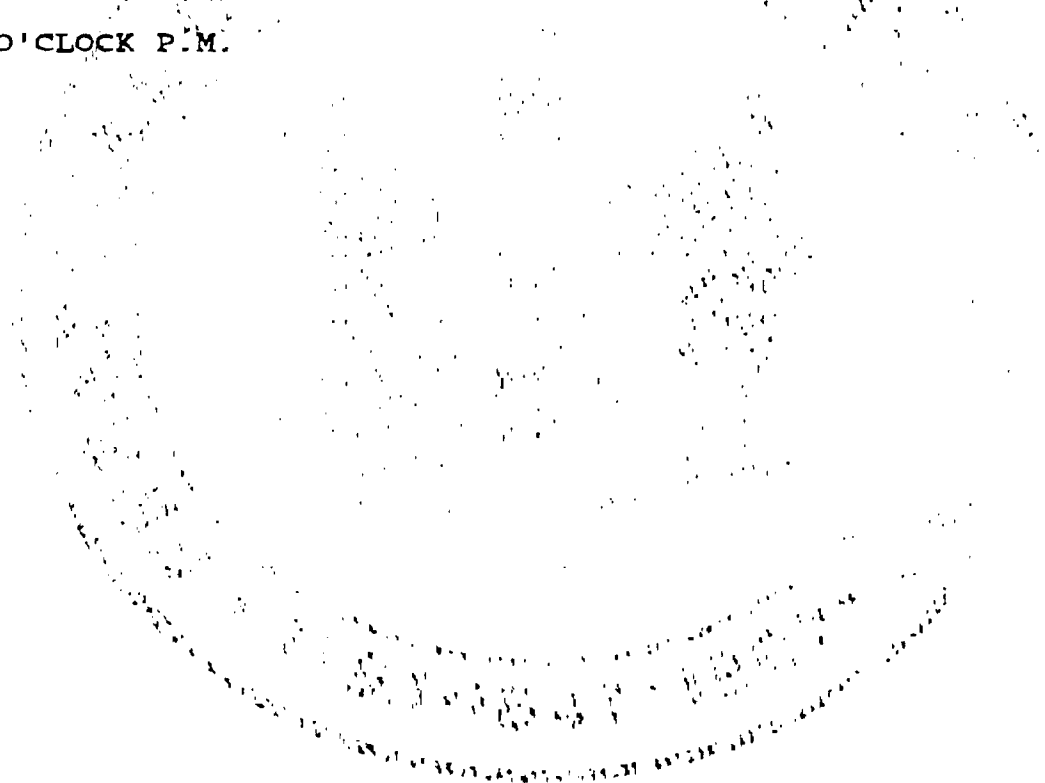
Gordon D. Kinder
Name of Person Signing

Gordon D. Kinder
Signature

May 5, 1999
Date

State of Delaware
Office of the Secretary of State

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 ALLIANCE SERVICES, INC.", CHANGING ITS NAME FROM "INTERNATIONAL ALLIANCE SERVICES, INC." TO "CENTURY BUSINESS SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1997, AT 2 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2129325 8100

971442516

AUTHENTICATION: 8831541

DATE: 12-23-97

TRADEMARK
REEL: 001897 FRAME: 0119

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
INTERNATIONAL ALLIANCE SERVICES, INC.**

International Alliance Services, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. That Article One of the Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

"ARTICLE ONE

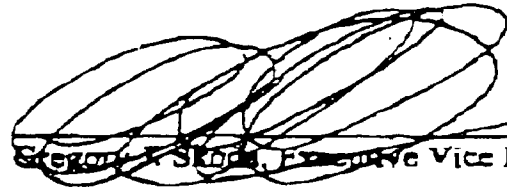
The name of the Corporation is:

Century Business Services, Inc."

2. That said amendment to the Certificate of Incorporation of the Corporation were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
3. That this Certificate of Amendment to the Certificate of Incorporation shall become effective on December 23, 1997.

THE UNDERSIGNED, being the Executive Vice President of the Corporation, hereby declares and certifies that this Certificate of Amendment to the Certificate of Incorporation of International Alliance Services, Inc. is his act and deed and the facts herein stated are true, and accordingly has hereunto set his hand this 19th day of December, 1997.

INTERNATIONAL ALLIANCE SERVICES, INC.

By: 
Gregory F. Skoda, Executive Vice President

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