

05-26-1999



RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

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TRADEMARKS ONLY

101045331

To the Assistant Commissioner for Patents: Please record the attached originals documents or copy thereof:

<p>1. Name of conveying Party(ies) Cotelligent Group, Inc. 101 California Street, Suite 2050 San Francisco, CA 94111</p> <p style="text-align: right; font-size: 2em;"><i>S.10.99</i></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware</p> <p>Other _____</p> <p>Addition name(s) of conveying party(ies) attached? Yes No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Cotelligent, Inc. _____ Internal Address: _____ Street Address: 101 California Street, Suite 200 _____ City: San Francisco, State: CA Zip:94111 _____</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: September 9, 1998</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s)</p> <p>A. Trademark Application No(s). 75/532,917; 75/319,917; 75/136,826</p> <p style="text-align: right;">Additional numbers</p>	<p>B. Trademark Registration No(s). 2,166,279</p> <p>attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No.</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Deborah Bailey-Wells</u> Internal Address: <u>Baker & McKenzie</u></p> <p>Street Address: 2 Embarcadero Center, Suite 2400</p> <p>City: <u>San Francisco</u>, State: <u>California</u> Zip: <u>94111</u></p>	<p>6. Total number of applications and registrations involved: 4</p> <p>7. Total fee (37 CFR 3.41).....\$ 115.00</p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>02-0397</u></p> <p>Attach duplicate copy of this page if paying by deposit account)</p>

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.

DEBORAH BAILEY-WELLS *Deborah Wells* 5.6.99
Name of Person Signing Signature Date
DEBORAH BAILEY-WELLS

Total number of pages comprising cover sheet _____

05/25/1999 MTHAI1 00000119 75532917

CERTIFICATE OF MAILING

01 FC:481 40.00 OP
02 FC:482 75.00 OP

I, hereby certify that this 75.00 OP is being deposited with the United States Postal Service as first class mail in an envelope addressed to Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513 on May 6 1999.

Deborah Wells

6123331.1

TRADEMARK REEL: 001901 FRAME: 0413

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 "COTELLIGENT GROUP, INC.", CHANGING ITS NAME FROM "COTELLIGENT GROUP, INC." TO "COTELLIGENT, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF SEPTEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9559172

DATE: 02-04-99

TRADEMARK
REEL: 001901 FRAME: 0414

9-9-98

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
COTELLIGENT GROUP, INC.

Pursuant to Section 242 of the Delaware
General Corporation Law

MICHAEL L. EVANS, President, and LORRAINE E. VEGA, Secretary, of
COTELLIGENT GROUP, INC., a corporation organized and existing under the laws of
the State of Delaware, hereby certify as follows:

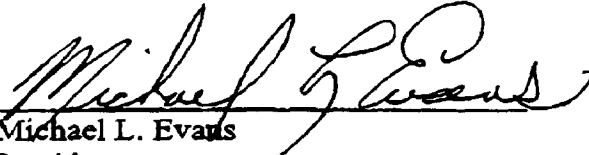
FIRST: The Certificate of Incorporation of Cotelligent Group, Inc. was filed in
the Office of the Secretary of State of Delaware on October 18, 1995.

SECOND: Article FIRST of the Certificate of Incorporation of Cotelligent
Group, Inc. is hereby amended to read as follows:

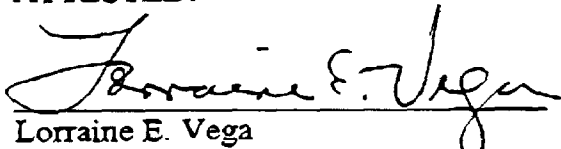
“FIRST: The name of the Corporation is: COTELLIGENT, INC.”

THIRD: The foregoing amendment has been duly adopted in accordance with
the provisions of Sections 141(f), 228 and 242 of the General Corporation Law of the
State of Delaware. Written consent to the foregoing amendment has been given to the
stockholders of Cotelligent Group, Inc. in accordance with Section 228 of the General
Corporation Law of the State of Delaware. That this Certificate of Amendment of the
Certificate of Incorporation shall be effective on September 9, 1998.

IN WITNESS WHEREOF, the undersigned have made and signed this Certificate
of Amendment as of this 9th day of September, 1998.


Michael L. Evars
President

ATTESTED:


Lorraine E. Vega
Secretary