

07-31-2000



101418375

7.3.00

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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  
Effective Date  
Month Day Year

Merger

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/AKA/TA

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

07/28/2000 DNGUYEN 00000200 75752334

01 FC:481 40.00 OP  
02 FC:482 450.00 OP

FOR OFFICE USE ONLY

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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: 002110 FRAME: 0952**

**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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

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

#

**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)**

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

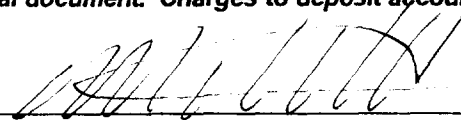
Authorization to charge additional fees:

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.

Mark A. Wright



6/27/00

Name of Person Signing

Signature

Date Signed

Continuation of Trademark Application Numbers of Greenfield Consulting Group, Inc.

75-694,707

75-788,065

75-776,032

75-767,248

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June 21, 2000 3:55 PM

**CERTIFICATE OF AMENDMENT AND RESTATEMENT**

**OF**

**CERTIFICATE OF INCORPORATION**

**OF**

**GREENFIELD CONSULTING, INC.  
(A Stock Corporation)**

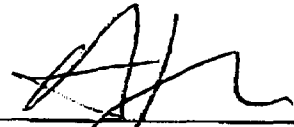
1. The name of the corporation is Greenfield Consulting, Inc. (the "Corporation").
2. The Certificate of Incorporation of the Corporation, as previously amended, is hereby further amended and restated.
3. Annexed hereto as Exhibit A and made a part hereof is the text of the amendment and restatement to the Certificate of Incorporation of the Corporation (the "Restated Certificate"). The Restated Certificate contains amendments requiring shareholder approval to the following Articles of the Corporation's existing Certificate of Incorporation (the "Existing Certificate"): (a) Article 1, relating to the name, is amended to change the name of the Corporation to "The Greenfield Companies, Inc."; (b) Article 2, relating to the purposes of the Corporation, Article 4, relating to the terms and rights of classes of stock, and Article 5, relating to the minimum authorized capital of the Corporation, of the Existing Certificate have been deleted in their entirety; (c) Article 3 of the Existing Certificate, as renumbered Article 2 of the Restated Certificate, relating to the authorized capital of the Corporation, has been amended to eliminate any reference to par value; and (d) six new Articles have been added to the Existing Certificate, the text of which are set forth in Articles 3 through 8 of the Restated Certificate.
4. The Restated Certificate, including the amendments incorporated therein, were approved by the Corporation's Board of Directors on May 24, 2000 and by the Corporation's sole shareholder on May 24, 2000.
5. **Vote Information:** The Corporation has one authorized class of capital stock, designated as common stock, which votes as a single voting group. Set forth below is the vote by such voting group on the Restated Certificate:
 

(a) No. of outstanding shares:	5,000
(b) No. of votes entitled to be cast by only voting group:	5,000
(c) No. of votes of indisputably represented:	5,000
(d) No. of undisputed votes cast for Restated Certificate, including amendments incorporated therein:	5,000

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SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

Such vote was sufficient for approval of the Restated Certificate, including the amendments incorporated therein.

Dated this 12th day of June, 2000.



\_\_\_\_\_  
Andrew S. Greenfield  
Chairman of the Board

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RESTATED CERTIFICATE OF INCORPORATION  
OF  
THE GREENFIELD COMPANIES, INC.

1. The name of the corporation (the "Corporation") is The Greenfield Companies, Inc.
2. The total number of shares which the Corporation is authorized to issue is 5,000, all of which shall be common stock.
3. Notwithstanding the Corporation's incorporation prior to January 1, 1997, the Corporation elects not to be subject to Section 33-363(d). No shareholder of the Corporation shall by reason of his holding shares of the Corporation's stock have any preemptive or preferential right to subscribe for, purchase or receive any shares of stock of the Corporation (or any obligation convertible into shares of stock, including without limitation, warrants, subscription rights or options to acquire shares) which the Corporation may issue or sell, whether out of the number of shares of stock now authorized, or out of shares of capital stock of the Corporation acquired by it after issuance, including, without limitation, any of the preemptive rights provided in Section 33-683(b) of the Connecticut Business Corporation Act ("CBCA").
4. Pursuant to the provisions of Section 33-698(a)(2) of the CBCA, any action which, under any provision of the CBCA, may be taken at a meeting of shareholders, may be taken without a meeting by consent in writing, setting forth the action to be taken, signed by persons (or their duly authorized attorneys) holding at least a majority of the voting power of the shares, or the shares of any particular voting group, entitled to vote thereon or to take such action, except as otherwise expressly required by said Section 33-698.
5. Notwithstanding the Corporation's incorporation prior to January 1, 1997, the Corporation elects not to be subject to Sections 33-797(f), 33-817(j), 33-831(h) and 33-881(f) of the CBCA as to the shareholder approval required to effect the respective actions described in said Sections ("Fundamental Changes"). The Corporation elects instead to be governed by the provisions of Sections 33-797(e), 33-817(e), 33-831(e) and (g) and 33-881(e) of the CBCA as to the shareholder approval required to effect Fundamental Changes.
6. The personal liability of a director to the Corporation or its shareholders shall be limited to the fullest extent permitted by Section 33-636(b)(4) of the CBCA. If the CBCA is hereafter amended or superseded to incorporate provisions further eliminating or limiting the personal liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the CBCA, as so amended or superseded. Neither the amendment nor repeal of this Article, nor the adoption of any provision of the Certificate of Incorporation of the Corporation inconsistent with this Article shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.
7. The Corporation elects to be governed by the indemnification provisions of Section 33-770 to 33-779, inclusive, of the CBCA, except for Sections 33-771(e) and 33-776(d) of the CBCA.

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8. The Corporation may indemnify a director of the Corporation for liability to any person for any action taken, or any failure to take any action, as a director of the Corporation to the fullest extent permitted by Section 33-636(b)(5) of the CBCA. If the CBCA is hereafter amended or superseded to incorporate provisions providing greater indemnification of a director for liability, then the Corporation shall be permitted to provide such greater indemnification to the fullest extent permitted by the CBCA as so amended or superseded. Neither the amendment or repeal of this Article, nor the adoption of any provision of the Certificate of Incorporation inconsistent with this Article shall affect the indemnification of or advance of expenses to a director of the Corporation for any liability stemming from acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision. For purposes of this Article, the terms "director" and "liability," as they relate to a director of the Corporation and liability incurred by such a director in his capacity as a director of the Corporation, shall have the respective meanings ascribed to such terms in Section 33-770 of the CBCA, as now in effect or as it may hereafter be amended or superseded.

*Rec + CC*

DATA REPORTING CORP.  
330 Roberts Street, Suite 203  
East Hartford, CT 06108-3654

TRADEMARK

REEL: 002110 FRAME: 0958

RECORDED: 07/03/2000

GREENFIELD

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