

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
ISO Acquisition, Inc.		11/11/1999	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	ISO Services, Inc.
Street Address:	545 Washington Blvd.
City:	Jersey City
State/Country:	NEW JERSEY
Postal Code:	07310
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2252447	PROPERTY CLAIM SERVICES

CORRESPONDENCE DATA	
Fax Number:	(212)336-2222
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212-336-2000
Email:	IPDOCKETING@PBWT.COM
Correspondent Name:	Patterson, Belknap, Webb & Tyler LLP
Address Line 1:	1133 Avenue of the Americas
Address Line 4:	New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	15207-001 (EKM)
NAME OF SUBMITTER:	Erika K. Mikkelsen, Esq.

Total Attachments: 7
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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 "ISO ACQUISITION, INC.", CHANGING ITS NAME FROM "ISO ACQUISITION, INC." TO "ISO SERVICES, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

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

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0082043

DATE: 11-15-99

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
ISO ACQUISITION, INC.

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation (hereinafter referred to as the "Corporation") is ISO Acquisition, Inc.


2. The certificate of incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of the corporation is ISO Services, Inc. (hereinafter referred to as the "Corporation")."

3. The certificate incorporation of the Corporation is hereby further amended by striking out Article FIFTH thereof and by appropriately renumbering each of the succeeding Articles in numerical sequence.

4. The amendments of the certificate of incorporation herein certified have been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this certificate of amendment of the certificate of incorporation of the Corporation has been executed by its president as of this 11th day of November, 1999.


Fred R. Marcon
President

ISO ACQUISITION, INC.
ACTION OF SOLE STOCKHOLDER
BY WRITTEN CONSENT

The undersigned, on behalf of ISO INVESTMENT HOLDINGS, INC., a Delaware corporation ("the Corporation"), as sole stockholder of ISO Acquisition, Inc. ("ISO Acquisition), a Delaware corporation, pursuant to (a) Section 228 (a) of the General Corporation Law of the State of Delaware and (b) resolution duly adopted by the Corporation's Board of Directors on November 11, 1999, does hereby vote all of the shares of common stock of ISO Acquisition held by the Corporation, with the same force and effect as if such vote had been taken at any annual or special meeting of stockholders, in favor of the following actions:

- (i) approving the change of name of ISO Acquisition to "ISO Services, Inc.";
- (ii) approving amendment and restatement of the certificate of incorporation of ISO Acquisition in the form of the attached Restated Certificate of Incorporation; and
- (iii) authorizing the filing of said Restated Certificate of Incorporation in the office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Consent on this 11th day of November, 1999.


Joseph C. Kaminski
President

RESTATED CERTIFICATE OF INCORPORATION

OF

ISO SERVICES, INC.

(Originally incorporated on September 25, 1997 as ISO Acquisition, Inc.)

FIRST: The name of the corporation is ISO Services, Inc. (hereinafter referred to as the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805-1297. The name of its registered agent at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock that the Corporation shall have authority to issue is 1,000, and the par value of each of such shares is \$0.01 per share. All such shares are of one class and are shares of Common Stock.

FIFTH: The Board of Directors is authorized to adopt, amend or repeal the By-Laws of the Corporation.

SIXTH: Meetings of stockholders shall be held at such place, within or without the State of Delaware, as may be designated by or in the manner provided in the By-Laws, or, if not so designated or provided, at the registered office of the Corporation in the State of Delaware. Elections of directors need not be by written ballot unless and to the extent that the By-Laws so provide.

SEVENTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages resulting from a breach of his or her fiduciary duty as a director, except as may otherwise be required by the Delaware General Corporation Law as the same may be amended from time to time.

Neither the amendment, modification or repeal of this Article SEVENTH nor the adoption of any provision of this Restated Certificate of Incorporation inconsistent with this Article SEVENTH shall adversely affect any right or protection of any director that exists at the time of such change.

EIGHTH: The Corporation reserves the right to amend, alter or repeal any provision contained in this Restated Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation, which restates and integrates the provisions of the certificate of incorporation of the Corporation, having been duly adopted in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware, has been executed by its president as of this 11th day of November, 1999.

ISO SERVICES, INC.

By: _____
Fred R. Marcon
President

ISO ACQUISITION, INC.
ACTION OF BOARD OF DIRECTORS
BY WRITTEN CONSENT

The undersigned, being the sole director of ISO ACQUISITION, INC., a Delaware corporation (the "Corporation"), does hereby consent, pursuant to Section 141 (f) and Section 242 of the General Corporation Law of the State of Delaware, to the adoption of the following resolutions with the same force and effect as if said resolutions had been duly adopted at a meeting of the Board of Directors of the Corporation:

RESOLVED, that the Board of Directors hereby declares it advisable and in the best interest of the Corporation and recommends to the Corporation's stockholder (i) that the name of the Corporation be changed to "ISO Services, Inc." and that the other changes to the Corporation's Certificate of Incorporation set forth on the attached Restated Certificate of Incorporation be adopted, and (ii) that the stockholder approve amendment and restatement of the Corporation's certificate of incorporation in the form of the attached Restated Certificate of Incorporation (the "Restated Charter") and authorize that it be filed in the office of the Secretary of State of the State of Delaware; and further

RESOLVED, that upon the stockholder's approval and adoption of the Restated Charter, the form of certificates for the Corporation's shares of Common Stock, par value \$0.01 per share, previously adopted and approved by the Board of Directors, be thereby amended to reflect the new name of the Corporation; and further

RESOLVED, that upon the stockholder's approval and adoption of the Restated Charter, the Corporation's By-Laws relating to the business of the Corporation, the conduct of its affairs, its rights and powers, the rights and powers of its shareholders, directors and officers, and other matters, be thereby

amended in the form attached hereto and be thereby adopted as and for the By-Laws of the Corporation, and that a copy thereof reflecting the new name of the Corporation be inserted in the minute book of the Corporation together with this instrument; and further

RESOLVED, that upon the stockholder's approval and adoption of the Restated Charter, the seal of the Corporation be thereby amended to reflect the Corporation's name; and further

RESOLVED, that each of the officers of the Corporation be, and he or she hereby is, authorized to take such further actions and to execute such certificates and other documents as he or she, in his or her discretion, shall deem necessary or advisable in order to effect the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this Consent on this 11th day of November, 1999.


Fred R. Marcon