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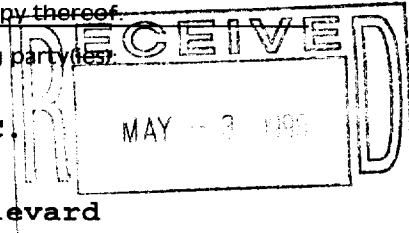


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To the Assistant Commissioner for Patents, Please Enclose Documents or copy thereof.

1. Name of conveying party(ies):
INTERNATIONAL TECHNOLOGY CORPORATION
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name:
THE IT GROUP, INC.
Street Address:
2790 Mosside Boulevard
Monroeville, PA 15146



3. Nature of conveyance:
 Assignment Merger
 Change of Name Other
 Security Agreement
Execution Date: February 10, 1999

4. Application number(s) or patent (numbers):
If this document is being filed together with a new application, the execution date of the application is:
A. Patent Application No(s).
(See Attached List)

B. Patent No(s).
(See Attached List)
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
MARK S. GRAHAM, ESQ.
LUEDEKA, NEELY & GRAHAM, P.C.
P. O. Box 1871
Knoxville, TN 37901

6. Total number of applications and patents involved:
24
7. Total fee (37 CFR 3.41).....\$ 960.00
 Enclosed
 Please charge to deposit account any missing or additional fee
8. Deposit Account No. 12 - 2355

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.

Mark S. Graham
Name of Person Signing

Mark S. Graham
Signature

April 28, 1999
Date

Total number of pages including cover sheet: 141

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*** CERTIFICATE OF MAILING ***

I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to: Box Assignment, Office of Public Records, U.S. Patent and Trademark Office, Crystal Gateway 4, Room 335, Washington, D.C. 20231

on April 28, 1999
Date Mark S. Graham
Signature

05/17/1999 DNGUYEN 00000273 4212735
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4. Application number(s) or patent (numbers):

A. Patent Application No(s).

08/966,300

B. Patent No(s).

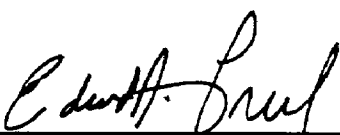
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State of Delaware
Office of the Secretary of State PAGE 1

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 TECHNOLOGY CORPORATION", CHANGING ITS NAME FROM "INTERNATIONAL TECHNOLOGY CORPORATION" TO "THE IT GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1998, AT 11:30 O'CLOCK A.M.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 9569728

DATE: 02-10-99

PATENT

REEL: 009942 FRAME: 0672

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
INTERNATIONAL TECHNOLOGY CORPORATION**

International Technology Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. Article FIRST of the Corporation's Certificate of Incorporation is hereby amended pursuant to Section 242 of the Delaware General Corporation Law to read as follows:

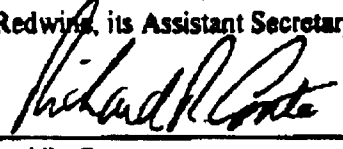
FIRST: The name of the corporation is:

THE IT GROUP, INC.

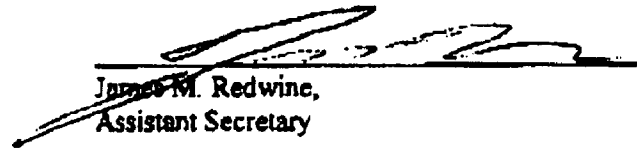
2. The foregoing amendment of the Corporation's Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation.

3. The foregoing amendment has been duly approved by written consent of the required majority of shareholders, in lieu of a meeting of shareholders, in accordance with Section 228(d) of the Delaware General Corporation Law. Holders of the Corporation's Common Stock, \$0.01 par value, and the Corporation's 6% Convertible Preferred Stock (the "Preferred Stock") were entitled to notice of and to consent with respect to the action. As of October 22, 1998, the record date established by the Board of Directors of the Corporation, the number of outstanding shares of Common Stock was 22,628,433, and the number of outstanding shares of Preferred Stock was 45,819. The affirmative vote of a majority of shares of the Common Stock and Preferred Stock voting (on an as-converted basis) as a single class, and the affirmative vote of at least a majority of the shares of the Preferred Stock, was required to approve the amendment. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of each such class.

4. IN WITNESS WHEREOF, this corporation has caused this certificate to be signed by Richard R. Conte, its Vice President, and James M. Redwine, its Assistant Secretary, this 21st day of December, 1998.



Richard R. Conte,
Vice President



James M. Redwine,
Assistant Secretary

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