

Form **PTO-1595** (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

PATENTS ONLY

Tab settings ⇄⇄⇄ ↓ ↓ ↓ ↓ ↓ ↓ ↓

To the honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Management Capital-I Acquisition Corporation</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Sencorp Inc.</u> Internal Address: _____</p> <p>_____</p> <p>_____</p> <p>Street Address: <u>400 Kidds Hill Road</u></p> <p>_____</p> <p>City: <u>Hyannis</u> State: <u>Massachusetts</u> Zip: <u>02601</u></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>1/21/2004</u></p>	

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)	B. Patent No.(s) <u>5,329,748; 5,379,572; 5,522,505; 5,560,183; 5,600,939; 5,795,535; 6,082,255; 10/605,856; PCT/US03/34530</u>
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Norma E. Henderson</u></p> <p><u>Hinckley, Allen & Snyder LLP</u></p> <p>Internal Address: _____</p> <p>_____</p> <p>Street Address: <u>43 North Main Street, 2nd floor</u></p> <p>_____</p> <p>City: <u>Concord</u> State: <u>NH</u> Zip: <u>03301-4934</u></p>	<p>6. Total number of applications and patents involved: 9</p> <p>7. Total fee (37 CFR 3.41). \$ <u>360.00</u></p> <p><input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>502834</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.

<u>Norma E. Henderson</u>		<u>2/13/2004</u>
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and documents: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$360.00 502834 10606866

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "MANAGEMENT CAPITAL-I ACQUISITION CORPORATION", CHANGING ITS NAME FROM "MANAGEMENT CAPITAL-I ACQUISITION CORPORATION" TO "SENCORP INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 2004, AT 11:25 O'CLOCK A.M.

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



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

3735355 8100

040042426

AUTHENTICATION: 2882327

DATE: 01-PATENT

REEL: 014337 FRAME: 0124

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:53 AM 01/21/2004
FILED 11:25 AM 01/21/2004
SRV 040042426 - 3735355 FILE

MANAGEMENT CAPITAL-I ACQUISITION CORPORATION

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION

Management Capital-I Acquisition Corporation, (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That by written consent of the Board of Directors of the Corporation dated January 16, 2004, and filed with the minutes of the meetings of the Board of Directors of the Corporation, a vote was adopted proposing and declaring advisable that the Certificate of Incorporation of the Corporation shall be amended as follows:

That Article First of the Certificate of Incorporation shall be amended in its entirety as follows:

"Article First: The name of the corporation is Sencorp Inc."

SECOND: That by written consent of all of the Stockholders of the Corporation dated January 16, 2004 and filed with the minutes of the meetings of the Stockholders of the Corporation, said amendment was adopted.

THIRD: That said amendment was duly adopted in accordance with the applicable provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Management Capital-I Acquisition Corporation has caused this Certificate of Amendment to be signed by Brian J. Urban, its President this 20 day of January 2004.



Brian J. Urban, President