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**RECORDATION
TRADEMARK**

06-12-1998

**PARTMENT OF COMMERCE
Patent and Trademark Office**



To the Honorable Commissioner of Patents and Trademarks:
U.S. Patent & TMO/c/TM Mail Receipt D

nts or copy thereof.

100736477

1169 5-21-98

1. Name of conveying party(ies):
 05-21-1998

2. Name and address of receiving party(ies):

SPATIAL POSITIONING SYSTEM, INC.
Individual(s) Association
General Partnership Limited Partnership
 Corporation-State of VIRGINIA
Other

Name: ARC SECOND, INC.
Internal Address: SUITE 100
Street Address: 44880 FALCON PLACE
City: STERLING, State: VIRGINIA ZIP: 20166

Additional name(s) of conveying party(ies) attached? NO

Individual(s) citizenship
Association
General Partnership
Limited Partnership
 Corporation-State of VIRGINIA
Other

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: MARCH 9, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached: NO
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? NO

4. Application number(s):
A. Trademark Application No.(s)
75/418,932
B. Trademark Registration No.(s)
Additional numbers attached? NO

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Foley & Lardner, Attention: CYNTHIA K. NICHOLSON
Internal Address: Suite 500
Street Address: 3000 K Street, N.W.
City: Washington, State: D.C. ZIP: 20007

6. Total number of applications involved:
1

7. Total fee (37 C.F.R. § 3.41). \$40.00
 Enclosed
Authorized to be charged to deposit account

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

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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.

CYNTHIA K. NICHOLSON
Name of Person Signing

Signature

MAY 21, 1998
Date

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

**ARTICLES OF AMENDMENT
OF
SPATIAL POSITIONING SYSTEMS, INC.**

These Articles of Amendment are filed on behalf of Spatial Positioning Systems, Inc., a Virginia corporation (the "Company"), in accordance with the provisions of Section 13.1-709 of the Virginia Stock Corporation Act.

1. The name of the corporation is Spatial Positioning Systems, Inc..

2. The amendments adopted are as follows:

Article One of the Company's Articles of Incorporation is deleted in its entirety and replaced with the following:

ARTICLE ONE

NAME

"The name of the Corporation is 'Arc Second, Inc.'"

3. The foregoing amendment was adopted by the unanimous consent of the Company's Board of Directors on January 26, 1998 and by the unanimous consent of the shareholders on February 13, 1998.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to be filed on its behalf by the undersigned officer as of this 9th day of March, 1998.

SPATIAL POSITIONING SYSTEMS, INC.

By: _____

Edward Barrientos
President

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

March 10, 1998

The State Corporation Commission has found the accompanying articles submitted on behalf of

ARC SECOND, INC.
(FORMERLY SPATIAL POSITIONING SYSTEMS, INC.)

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective March 10, 1998 at 12:27 PM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
CIS20317
98-03-10-0507

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

the foregoing is a true copy of the ARTICLES OF AMENDMENT of Arc Second, Inc. issued March 10, 1998.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: April 06, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission
TRADEMARK

RECORDED: 05/21/1998

REEL: 1739 FRAME: 0153