

03-17-1999

FORM PTO-1594 (modified)
(Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

3.12.99

100986698

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

1. Name of conveying party(ies):

SPATIAL POSITIONING SYSTEMS, INC.

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

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

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

Name: **ARC SECOND, INC.**

Internal Address: **SUITE 100**

Street Address: **44880 FALCON PLACE**

City: **STERLING**, State: **VIRGINIA** ZIP: **20166**

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

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**

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **MARCH 9, 1998**

4. Application number(s):

A. Trademark Application No.(s)

75/432,347



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: RICHARD LINN**

Internal Address: **Suite 500**

Street Address: **3000 K Street, N.W.**

City: **Washington**, State: **D.C.** ZIP: **20007**

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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)

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.

NORMAN J. RICH
Name of Person Signing

Norman J. Rich
Signature

MARCH 15, 1999
Date

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

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

TRADEMARK
REEL: 1868 FRAME: 0395

**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

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

TRADEMARK
REEL: 1868 FRAME: 0397

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

03/11/99 THU 11:38 FAX

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re the application of
ARC SECOND, INC. fka/SPATIAL POSITIONING SYSTEMS, Inc.

Serial No.: 75/432,347

Mark: ARC SECOND

Filed: February 11, 1998

POWER OF ATTORNEY AND
CHANGE OF CORRESPONDENCE ADDRESS

The undersigned Applicant hereby revokes all prior powers of attorney and appoints Arthur Schwartz, Richard L. Schwaab, Peter G. Mack, David A. Blumenthal, John J. Feldhaus, Bernhard D. Saxe, Stephen A. Bent, Sybil Meloy, Brian J. McNamara, Colin G. Sandercock, George E. Quillen, Harold C. Wegner, Patricia D. Granados, John P. Isacson, Richard Linn, Susan A. Richards and Norman J. Rich, attorneys at law, of FOLEY & LARDNER, 3000 K Street, N.W., Suite 500, P.O. Box 25696, Washington, D.C. 20007-8696, as Applicant's attorneys with full power of association, substitution and revocation, to prosecute said application, receive any Registration Certificate and to take any and all other actions with regard to this mark and any registration thereof. Every member of the firm of Foley & Lardner and every attorney at law associated with that firm is hereby authorized to sign any paper and to conduct any business on behalf of the applicant in this case.

Please direct all future correspondence to:

Richard Linn, Esquire
FOLEY & LARDNER
3000 K Street, N.W., Suite 500
P.O. Box 25696
Washington, D.C. 20007-8696
Telephone: (202) 672-5300

Respectfully submitted,

ARC SECOND, INC. fka/SPATIAL
POSITIONING SYSTEMS, Inc.

Date: 3/11/99

By: 