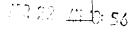
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1	Submission Type	Conveyance Type					
	X New	Assignment License					
	Resubmission (Non-Recordation) Document ID #	Security Agreement Nunc Pro Tunc Assignment Effective Date Month Day Year					
	Correction of PTO Error Reel # Frame # Corrective Document	X Change of Name					
	Reel # Frame #	Other					
	Conveying Party	Mark if additional names of conveying parties attached Execution Date					
	Name APCOA, Inc.	07/02/98					
	Formerly						
	Individual General Partnership	Limited Partnership X Corporation Association					
	Other						
	X Citizenship/State of Incorporation/Organiza	tion Delaware					
Receiving Party Mark if additional names of receiving parties attached							
Name APCOA/Standard Parking, Inc.							
	DBA/AKA/TA						
	Composed of						
Address (line 1) 900 N. Michigan Ave. Suite 1600							
	Address (line 2)						
	Address (line 3) Chicago	Illinois/U.S.A. 60611 State/Country Zip Code					
City State/Country Zip Coc Individual General Partnership Limited Partnership If document to be recorded is assignment and the receiving							
X Corporation Association appointment of a domestic representative should be attached.							
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}	X Citizenship/State of Incorporation/Organization						
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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Name o	of Person Signing	Signature	Date Signed					

PAGE 1

State of Delaware 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 "APCOA, INC.", CHANGING ITS NAME FROM "APCOA, INC." TO "APCOA/STANDARD FARKING, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 1998, AT 11:15 O'CLOCK A.M.

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

Edward 1. Freel, Secretary of State

AUTHENTICATION:

0923153 8100

DATE:

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981258698

07-02-98

TRADEMARK REEL: 1892 FRAME: 0525

CERTIFICATE OF AMENDMENT

OF

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

APCOA, INC.

Prosum to Section 242 of the General Corporation Law of the State of Delaware, APCOA, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That by unanimous written consent of the members of the Board of Directors of the Corporation, filed with the minutes of the Board, resolutions were duly adopted setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Board of Directors determines that it is advisable that the Corporation's Amended and Restated Certificate of Incorporation be amended, upon stockholder approval, and in accordance with Section 242 of the General Corporation Law of the State of Delaware, to change the corporate name of the Corporation to "APCOA/Standard Parking, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the statkholders of the Corporation have given unanimous written consent to said amendment and said amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

THIRD: Therefore, in accordance with the foregoing, Article I of the Amended and Restated Certificate of Incorporation of the Corporation is amended to read in its entirety as follows:

Article I

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

APCOA/Standard Parking, Inc.

FOURTH: That the capital of the Corporation shall not be reduced under or by reason of said amendment.

TRADEMARK REEL: 1892 FRAME: 0526

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IN WITNESS WHEREOF, said APCOA, Inc. has caused this certificate to be signed by G. Walter Stuelpe, Jr., its President, this 30th day of June, 1998.

APCOA, INC.

By:_

Name: G. Walter Studies, Jr.

Title: Preside

TRADEMARK REEL: 1892 FRAME: 0527

RECORDED: 04/22/1999