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Form PTO-1594 (Rev. 03/01) CMB No. 0651-0027 (exp. 5/31/2002)

RE 102010242 TRADEMARKS

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

Tab settings

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

1. Name of conveying party(ies): Channing L. Bete Co., Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Massachusetts Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Channing Bete Company, Inc. Internal Address: Street Address: One Community Place City: Deerfield State: MA Zip: 01373 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Massachusetts Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: December 12, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/205889 76/199743, 78/079646 B. Trademark Registration No.(s) 2357666 2340769, 2201465 Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2357666 2340769, 2201465 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jean M. Maxwell Trademark Legal Assistant Coordinator Internal Address: Street Address: Palmer & Dodge, LLP 111 Huntington Avenue City: Boston State: MA Zip: 02199-7610

6. Total number of applications and registrations involved: 34

7. Total fee (37 CFR 3.41): \$ 865.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

03/07/2002 LWELLER 00000107 76205889 01 FC:481 02 FC:482 40.00 OP 825.00 OP

Name of Person Signing Jean M. Maxwell

Signature [Handwritten Signature]

Date 2/7/02 6 February 7, 2002

Total number of pages including cover sheet, attachments, and document: 6 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

A. Trademark Application Nos.:

76/243197
78/092066
78/081078
78/085186
78/092057
78/092068
78/092071
78/091777
78/079582

B. Trademark Registration Nos.:

1747081
2199805
2198223
2000733
1821291
1393603
2506274
1695604
1731061
1792591
1784122
1948348
1748452
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The Commonwealth of Massachusetts

022

Examiner

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Name
Approved

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

We, Michael G. Bete, *President / *Vice President,
and J. Nicholas Filler, *Clerk / *Assistant Clerk,

of Channing L. Bete Co., Inc.
(Exact name of corporation)

located at 200 State Road, South Deerfield, MA 01373
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

Article I

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

Amended and Restated

of the Articles of Organization were duly adopted at a meeting held on December 13, 20 01, by vote of:

123,662.4968 shares of Voting Common of 125,659.4968 shares outstanding,
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding, and
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding,
(type, class & series, if any)

- C
- P
- M
- R.A.

¹being at least a majority of each type, class or series outstanding and entitled to vote thereon: / or ²being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby:

Effective January 1, 2002, to change the name of the corporation from "Channing L. Bete Co., Inc." to:
"Channing Bete Company, Inc."

*Delete the inapplicable words. **Delete the inapplicable clause.
¹ For amendments adopted pursuant to Chapter 156B, Section 70.
² For amendments adopted pursuant to Chapter 156B, Section 71.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is: N/A

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Change the total authorized to: N/A

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: January 1, 2002.

SIGNED UNDER THE PENALTIES OF PERJURY, this 13th day of December, 20 01,


_____, *President / *Vice-President,
Michael G. Bete


_____, *Clerk / *Assistant Clerk.

J. Nicholas Miller
Delete the inapplicable words.

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THE COMMONWEALTH OF MASSACHUSETTS

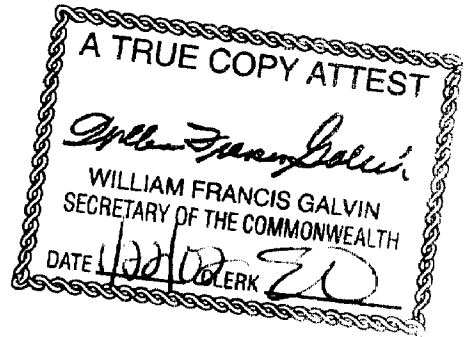
ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 100 having been paid, said articles are deemed to have been filed with me this 18th day of December 20 01.

Effective date: Jan. 1, 2002

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



SECRETARY OF THE
COMMONWEALTH
01 DEC 18 PM 12:48
CORPORATION DIVISION

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

J. Nicholas Filler, Esq.
Channing Bete Company, Inc.
One Community Place
South Deerfield, MA 01373

Telephone: 413-665-6581