

11-05-2003

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



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

Tab settings

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

1. Name of conveying party(ies): McCabe Acquisition Company, Inc. 11.3.03
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other Delaware Corporation
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: McCabe & Associates, Inc.
Internal Address:
Street Address: 200 Centerville Road, Suite 12
City: Warwick State: RI Zip: 02886
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Delaware
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: 10/27/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76373360
76373359
Additional number(s) attached Yes No

B. Trademark Registration No.(s) 1687651; 2202731
2207552; 2253217; 2206835

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lisa Perusse Billone
Internal Address: Goulston & Storrs, P.C.
Street Address: 400 Atlantic Avenue
City: Boston Zip: 02110
BYRNE 00000056 76373360
40.00 OP
156.00 e00/MA

6. Total number of applications and registrations involved: 7
7. Total fee (37 CFR 3.41) \$ 190.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number:

11/04/2003
01 FC:8521
02 FC:8522

2003 NOV -3 AM 8:13
OPR/FINANCE

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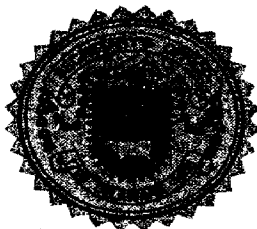
9. Signature.
Lisa Perusse Billone
Name of Person Signing
Signature
Date
Total number of pages including cover sheet, attachments, and document: 3

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

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 "MCCABE ACQUISITION COMPANY, INC.", CHANGING ITS NAME FROM "MCCABE ACQUISITION COMPANY, INC." TO "MCCABE & ASSOCIATES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2003, AT 5:44 O'CLOCK P.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

3711074 8100

AUTHENTICATION: 2714001

030688977

DATE: 10-28-03

TRADEMARK
REEL: 002856 FRAME: 0472

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MCCABE ACQUISITION COMPANY, INC.**

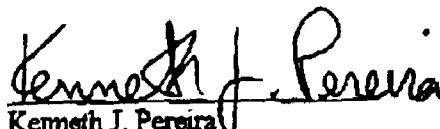
I, Kenneth J. Pereira, President of McCabe Acquisition Company, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), do hereby certify as follows:

1. The Certificate of Incorporation (the "Certificate") of the Corporation is hereby amended by striking Article FIRST of the Certificate and substituting therefore the following so that Article FIRST shall read in its entirety as follows:

"The name of the corporation is McCabe & Associates, Inc."

2. The foregoing amendment was duly adopted and approved in accordance with the provisions of Sections 141(f), 228, and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of October 27, 2003.


Kenneth J. Pereira
President

*State of Delaware
Secretary of State
Division of Corporations
Delivered 06:52 PM 10/27/2003
FILED 05:44 PM 10/27/2003
SRV 030688977 - 3711074 FILE*