



101461960

Atty. Docket Nos. 5789, 3231

To the Honorable Commissioner of

are attached original documents or copy thereof.

1. Name of conveying party(ies): 8-28-00
AuditForce, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State- Delaware
Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Jefferson Wells International, Inc.
Internal Address: _____
Street Address: 825 North Jefferson Street, Suite 200
City: Milwaukee State: WI Zip: 53202

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: June 1, 2000

4. Application number(s) or patent number(s):

A. Trademark Application No.(s):
78/000,587

B. Trademark Registration No.(s):
2,020,965

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Daniel E. Kattman, Esq.
Internal Address: Reinhart, Boerner, Van Deuren, Norris & Rieselbach, s.c.
Street Address: 1000 North Water Street, Suite 2100
City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... \$ \$65.00
 Enclosed
 Authorized to be charged to deposit account
 Any Deficiencies in Enclosed Fee should be charged to our Deposit Account.

8. Deposit account number:
18-0882
(Attach duplicate copy of this page if paying by deposit account)

09/18/2000 NTHAI1 00000409 78000587
01 FC:401 48.00 DP
02 FC:402 25.00 DP

DO NOT USE THIS SPACE

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.

Daniel E. Kattman
Name of Person Signing

Signature

August 21, 2000
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 Patents & Trademarks, Box Assignments
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State

PAGE 1

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 "AUDITFORCE, INC.", CHANGING ITS NAME FROM "AUDITFORCE, INC." TO "JEFFERSON WELLS INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2000, AT 10 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2600701 8100
001276990

AUTHENTICATION: 0472307
DATE: 06-01-00

TRADEMARK
REEL: 002140 FRAME: 0321

AMENDMENT TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AUDITFORCE, INC.

The undersigned, Donald A. Bobo, President and Chief Operating Officer of AUDITFORCE, INC., a Delaware corporation (the "Corporation") hereby certifies on behalf of the Corporation that:

1. The name of the Corporation is AuditForce, Inc. The date of filing of its Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware was October 9, 1997.

2. Article FIRST of the Corporation's Amended and Restated Certificate of Incorporation is amended by striking Article FIRST in its entirety and replacing it with the following:

FIRST. The name of the Corporation shall be:

Jefferson Wells International, Inc.

3. This Amendment shall be effective June 1, 2000.

4. This Amendment to the Amended and Restated Certificate of Incorporation of the Corporation was duly adopted pursuant to the authority and provisions of sections 141(f) and 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, this Amendment has been duly executed by the President and Chief Operating Officer of the Corporation as of the 29th day of March, 2000.

AUDITFORCE, INC.

BY Donald A. Bobo
Donald A. Bobo, President and
Chief Operating Officer

REINHART BOERNER VAN DEUREN
NORRIS & RIESELBACH, S.C.

ATTORNEYS AT LAW

August 21, 2000

Direct Dial:
414-298-8185

Commissioner of Patents & Trademarks
Box Assignments
Washington, D.C. 20231

Dear Sir:

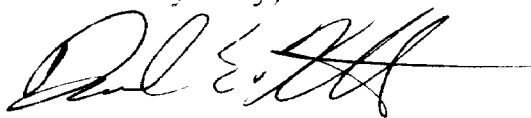
Re: Transfer of trademark ownership from
AuditForce, LLC to AuditForce, Inc. and then
to Jefferson Wells International, Inc.

This letter offers some explanation as to the two enclosed recordations. AuditForce, LLC was a Wisconsin Limited Liability Company, which was dissolved into AuditForce, Inc., a Wisconsin Corporation and AuditForce, LLC's sole member. Subsequent to this dissolution, AuditForce, Inc. changed its name to Jefferson Wells International, Inc., a Delaware Corporation.

In this transaction, the assets, including all trademark rights, owned by AuditForce, LLC passed to AuditForce, Inc., the sole member, upon its dissolution. Under both Delaware and Wisconsin law, these assets passed by operation of law to AuditForce, Inc. upon completion of the dissolution. See 8 Del. C. 1953, § 259; and W.S.A. § 183.0905. Similarly, upon the official name change, all trademark rights owned by AuditForce, Inc. are now owned by Jefferson Wells International, formally AuditForce, Inc. Documents evidencing the transactions described above are attached hereto.

If you have any questions regarding the transfer as described above, please call me at the number listed above.

Yours very truly,



Daniel E. Kattman

MW\647943DEK:DEK

Encs.

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Denver, CO
(303) 831-0909

Madison, WI
(608) 229 2200

Milwaukee, WI
(800) 553-6215

RECORDED: 08/28/2000

TRADEMARK
REEL: 002140 FRAME: 0323