

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vanderweil Facility Advisors, Inc.		02/22/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	VFA, Inc.
Street Address:	266 Summer Street
Internal Address:	6th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02210
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	75717253	VFA
Serial Number:	75716834	VFA
Serial Number:	76464170	ASSETFUSION
Serial Number:	78351841	VFA
Serial Number:	78351831	ASSETFUSION
Serial Number:	78351819	FSCA
Serial Number:	76605073	VFA.FACILITY
Serial Number:	76605605	VFA.FACILITY
Serial Number:	76250122	MEZZIA DEMAND PLANNER
Serial Number:	75914589	MEZZIA
Serial Number:	77041400	VFA.SPENDMANAGER
Serial Number:	77041414	VFA.SPENDMANAGER
Serial Number:	77090869	VFA.AUDITOR

CH \$365.00 75717253

Serial Number:

77090864

VFA.AUDITOR

CORRESPONDENCE DATA

Fax Number: (617)832-7000

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 617-832-1000

Email: ustrademark@foleyhoag.com

Correspondent Name: Charles Weinstein, Esq., Foley Hoag LLP

Address Line 1: 155 Seaport Boulevard

Address Line 2: Seaport World Trade Center West

Address Line 4: Boston, MASSACHUSETTS 02210

ATTORNEY DOCKET NUMBER:

22268-12

NAME OF SUBMITTER:

Charles E. Weinstein, Esq.

Signature:

/Charles E. Weinstein/

Date:

02/27/2008

Total Attachments: 3

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Delaware

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The First State

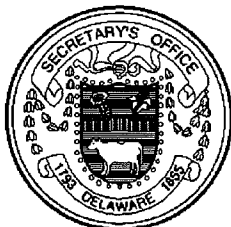
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VANDERWEIL FACILITY ADVISORS, INC.", CHANGING ITS NAME FROM "VANDERWEIL FACILITY ADVISORS, INC." TO "VFA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2008, AT 9:40 O'CLOCK A.M.

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

3409735 8100

080201603

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6399322

DATE: 02-22-08

TRADEMARK
REEL: 003727 FRAME: 0848

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF VANDERWEIL FACILITY ADVISORS, INC.**

Vanderweil Facility Advisors, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation at a duly called meeting adopted resolutions proposing and declaring advisable that the Certificate of Incorporation of said corporation be amended and that such amendment be submitted to the stockholders of the Corporation for their consideration, as follows:

RESOLVED: That the Board of Directors of the Corporation recommends and deems it advisable to the Corporation and its stockholders that Article First of the Third Amended and Restated Certificate of Incorporation of the Corporation (the "Charter") be amended (the "Article First Amendment") so that it shall be and read in its entirety:

FIRST: The name of the Corporation (the "Corporation") is VFA, Inc.

RESOLVED: That the Board of Directors of the Corporation recommends and deems it advisable to the Corporation and its stockholders that Section A.6B of Article Fourth of the Charter be amended (the "Article Fourth Amendment", and together with the Article First Amendment, the "Charter Amendments") by deleting the number "4,152,359" and substituting therefor the number "5,052,359".

RESOLVED: That the Charter Amendments and the Plan Increase be submitted to the stockholders of the Corporation for their approval and adoption in compliance with Sections 228 and 242 of the General Corporation Law of the State of Delaware.

RESOLVED: That, from and after the approval of the Charter Amendments by the stockholders of the Corporation, the officers of the Corporation be, and they hereby are, and each of them acting singly hereby is, authorized to execute the Charter Amendments, and that the officers of the Corporation be, and they hereby are, and each of them acting singly hereby is, authorized to file the Charter Amendments with the Secretary of State of the State of Delaware in the form and manner approved by the stockholders.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendments in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of sections 228 and 242 of the General Corporation Law of the State of Delaware.

B3457218.1

IN WITNESS WHEREOF, said Vanderweil Facility Advisors, Inc. has caused this certificate to be signed by James Summers, its Vice President, Secretary and Treasurer, this 22nd day of February, 2008.

VANDERWEIL FACILITY ADVISORS, INC.

By: 

James Summers

Vice President, Secretary and Treasurer

CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF VANDERWEIL FACILITY ADVISORS, INC.