

01-15-1999

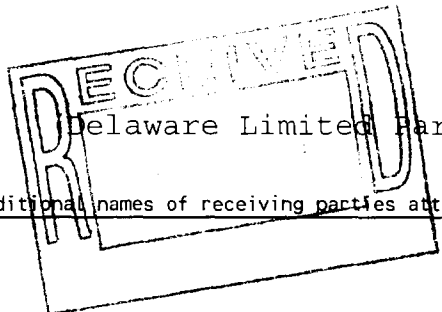
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TO THE HON. COMMISSIONER OF PATENTS & TRADEMARKS: PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPIES THEREOF.

<p>1. NAME AND ADDRESS OF CONVEYING PARTY</p> <p>BOSTON EQUISERVE LIMITED PARTNERSHIP 150 Royall Street Canton, Massachusetts 02021</p> <p>(Delaware Limited Partnership)</p> <p>Additional names of conveying parties attached? No.</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY</p> <p>EQUISERVE LIMITED PARTNERSHIP 150 Royall Street Canton, Massachusetts 02021</p> <p>Delaware Limited Partnership)</p> <p>Additional names of receiving parties attached? No.</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement              <input checked="" type="checkbox"/> Change of Name</p> <p>Execution Date: <u>December 1, 1998</u></p>	<p>If assignee is not domiciled in the United States, a designation of domestic representative is attached.</p>
<p>4. APPLICATION OR REGISTRATION NUMBER(S)</p> <p>A. Trademark Application Nos.</p> <p>Additional numbers attached? No.</p>	<p>B. Trademark Registration Nos.</p> <p>2,079,690</p> <p>Additional numbers attached? No.</p>
<p>5. NAME AND ADDRESS OF PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENT SHOULD BE MAILED:</p> <p>TIMOTHY H. HIEBERT SAMUELS, GAUTHIER &amp; STEVENS LLP 225 FRANKLIN STREET, SUITE 3300 BOSTON, MA 02110</p>	<p>6. TOTAL NUMBER OF APPLICATIONS AND REGISTRATIONS INVOLVED: <u>1</u></p> <p>7. TOTAL FEE DUE: \$ <u>40.00</u> (Check enclosed)</p> <p>If any additional fee(s) are due, the Commissioner is hereby authorized to charge the Deposit Account identified in item 8.</p> <p>8. DEPOSIT ACCOUNT NUMBER: <u>19-0079</u></p>



01/14/1999 DNGUYEN 00000157 2079690

01 FC:481

40.00 DP

DO NOT USE THIS SPACE

9. 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.

Timothy H. Hiebert  
Name of Person Signing

[Signature]  
Signature

January 6, 1999  
Signature Date

10. Total pages: 4

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 RESTATED CERTIFICATE OF "BOSTON EQUISERVE LIMITED PARTNERSHIP", CHANGING ITS NAME FROM "BOSTON EQUISERVE LIMITED PARTNERSHIP" TO "EQUISERVE LIMITED PARTNERSHIP", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

2539311 8100  
981459680

AUTHENTICATION: 9432876  
DATE: 12-01-98

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BOSTON EQUISERVE LIMITED PARTNERSHIP**

**(Pursuant to Sections 17-202(c) and 17-210 of the  
Delaware Revised Uniform Limited Partnership Act)**

This Amended and Restated Certificate of Limited Partnership of Boston EquiServe Limited Partnership, a Delaware limited partnership formed on September 1, 1995 under the name "BancBoston State Street Investor Services, L.P." (the "Limited Partnership") is being duly executed and filed by FCTC General, Inc., a Delaware corporation, BancBoston Services, Inc., a Massachusetts corporation and BFDS General, Inc., a Massachusetts corporation, as general partners of the Limited Partnership, to (i) change the name of the Limited Partnership and (ii) to reflect the addition of FCTC General, Inc. as a general partner.

**FIRST:** The name of the Limited Partnership is:

**EquiServe Limited Partnership.**

**SECOND:** Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, and its registered agent at such address is Corporation Service Company.

**THIRD:** The name and mailing address of each general partner is as follows:

**FCTC General, Inc.  
c/o BANK ONE CORPORATION  
One First National Plaza  
Suite 0287  
Chicago, Illinois 60670**

**BancBoston Services, Inc.  
100 Federal Street  
Boston, Massachusetts 02110**

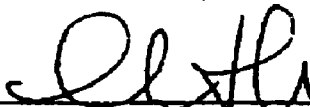
**BFDS General, Inc.  
2 Heritage Drive  
North Quincy, Massachusetts 02171**

**FOURTH:** The effective date of this Amended and Restated Certificate of Limited Partnership shall be December 1, 1998.

8USDOCS:536762.3

IN WITNESS THEREOF, the undersigned, being the general partners hereinbefore named, hereby execute, sign and acknowledge this Amended and Restated Certificate of Limited Partnership this 30th day of November, 1998.

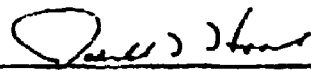
FCTC GENERAL, INC.

By:   
Name: Christopher Skaar  
Title: Chairman and President

BANCBOSTON SERVICES, INC.

By:   
Name: Charles H. Doolittle  
Title: President

BFDS GENERAL, INC.

By:   
Name: Joseph L. Hooley  
Title: President