

Substitute For

02-10-1999

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Commissione

01-15-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #10

1. Name of conveying party(ies):
Boston EquiServe Limited Partnership

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



1-15-99

Additional name(s) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: **December 1, 1998**

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

A. Trademark Application No.(s):

- 75/477,692 - EQUISERVE
- 75/460,138 - EQUISOLVE
- 75/460,135 - EQUIVOTE
- 75/067,456 - BOSTON EQUISERVE and Design

B. Trademark No.(s):

2,164,348 - BOSTON EQUISERVE

Additional numbers attached? Yes No

140E

5. Name/address of party to whom correspondence concerning document should be mailed:

**Sean F. Heneghan, Esq.
Fish & Richardson P.C.
225 Franklin Street
Boston, MA 02110-2804**

6. Total number of applications and registrations involved: **5**

7. Total fee (37 CFR 3.41): **\$140**

- Enclosed
- Authorized to charge deposit account

8. Deposit account number: **06-1050**

If the fee above is being charged to deposit account, a duplicate copy of this cover sheet is attached. Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.

02/06/1999 JSHABAZZ 00000188 75477692

01 FC:481 40.00 OP
02 FC:482 100.00 OP

"EXPRESS MAIL" Mailing Label Number EL010094268

Date of Deposit Jan 14, 1999

I hereby certify under 37 CFR 1.10 that this correspondence is being deposited with the United States Postal Service as "Express Mail Post Office To Addressee" with sufficient postage on the date indicated above and is addressed to the Assistant Commissioner for Patents, Washington, D.C. 20231.

Heather Fox

HEATHER FOX TRADEMARK

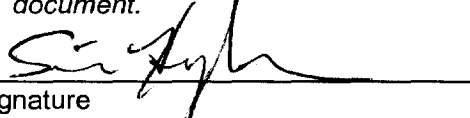
REEL: 1851 FRAME: 0630

9. Statement and signature: *To the best of my knowledge and belief, the foregoing information is true and correct and the attached is a true copy of the original document.*

Sean F. Heneghan, Esq. _____

Name of Person Signing

Signature



Date

1/13/99

Total number of pages including cover sheet, attachments, and document: **5**

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 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.



Edward J. Freel

Edward J. Freel, Secretary of State

2539311 8100

981459680

AUTHENTICATION: 9432876

DATE: 12-01-98

TRADEMARK
REEL: 1851 FRAME: 0632

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/01/1998
981459680 - 2539311

**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, 1996 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.

BUSDOCS:336767.5

-2-

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.

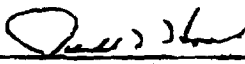
FCTC GENERAL, INC.

By: 
Name: Christopher Skaar
Title: Chairman and President

BANCOSTON SERVICES, INC.

By: 
Name: Charles H. Doolittle
Title: President

BFDS GENERAL, INC.

By: 
Name: Joseph L. Hooley
Title: President

BUSDOCS:636762.5

*** TOTAL PAGE: 03 ***