ADEN	APR 29 Patent and Trademark O original documents or copy thereof
1. Name of conveying party(ies) ProfitSource Corporation Individual(s) General Partnership X Corporation - State Other Additional name(s) of conveying Party(ies) attached? X Yes No	2. Name and address of receiving party(ies): Name: EPS solutions Corporation Internal Address: Suite 400 Street Address: 695 Town Center Drive City: Costa Mesa State: CA Zip: 92626 Individual(s) citizenship Association General Partnership: Limited Partnership: X Corporation - State: Delaware Other
3. Nature of conveyance: Assignment Merger Security Agreement X Change of Name Other Execution Date: December 15, 1998	If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designation must be a separate document from Assignment) Additional Name(s) & address(es) attached: Yes X No
4. Application number(s) or registration number(s): A. Trademark Application No.(s): 75/590946 Additional numbers attached?	B. Trademark Registration No.(s): Yes X No
5. Name and address of party to whom correspondence concerning documents should be mailed: Name: Anna C. Silva, Esq. C/O Gibson, Dunn & Crutcher LLP Internal Address: Telesis Tower, 31st Floor	6. Total number of applications and registrations involved 2 7. Total fee (37 CFR 3.41): \$ 40.00
Street Address: One Montgomery Street	Enclosed X Authorized to be charged to deposit account 8. Deposit account number: 50-0440
City San Francisco State CA Zip 94104	(Attach duplicate copy of this page if paying be deposit account)

Anna C. Silva, Esq. Name of Person Signing

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

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State of Delaware Office of the Secretary of State PAGE 1

I, EDWARD J. FRIEL, 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 "PROFITSOURCE CORPORATION", CHANGING ITS, NAME FROM "PROFITSOURCE CORPORATION" TO "EPS SOLUTIONS CORPORATION", FILED IN THIS OFFICE ON THE FIFTZENTE DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CHRIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

Edward), Freel, Secretary of State

AUTHENTICATION: 9464640

DATE: 12-15-98

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P. 02

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION œ PROFITSOURCE CORPORATION

Profisionese Corporation, a perposation organized and existing under the Ganetal Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: The emendment to the Corporation's Certificate of incorporation set forth below was duly adopted by a majority of the disectors of the Corporation in assembnies with the provisions of Semion 242 of the General Corporation Law of the State of Delaware and her been consented to in writing by stockholders of the Comparation entitled to vote at least a majority of the outstanding voting securities of the Copperation with raisect to the subject matter complied therein in accordance with Section 228 of the General Corporation Law of the State of Doloware:

SECOND: Article I of the Corporation's Contificate of Incorporation is smeaded by striking Article I in its tentrety and replacing therefor.

"Article I: The name of the corporation is EPS Solutions Convertion.

IN WITNESS WEEREOF, Professource Corporation has sensed this Certificute of Arumatrums to be algued this 14th day of December, 1998.

PROFITSOURCE CORPORATION

/d/ David M. Whlen

Name: David M. Bhlen

Tide

Vice President, Chief Operating Officer

and Secretary

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STATE OF DELAMANE STAIR OF DELABAGE STEPRITARY OF STAIR STAIRD OF CORPORATIONS FILED Q\$100 AM 12/25/1998 981403981 - 2891150

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