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TUCKER FLYER  
1615 L Street, N.W.  
Washington, D.C. 20036  
(202) 452-8600

9-15-99

<p>1. NAME OF CONVEYING PARTY:</p> <p>COMMERCIAL CREDIT COMPANY A Delaware corporation</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>CITIFINANCIAL CREDIT COMPANY a Delaware corporation 300 St. Paul Place Baltimore, Maryland 21202</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>3A. EXECUTION DATE: June 8, 1999 3B. EFFECTIVE DATE: August 25, 1999</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY:</p> <p>Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED:</p> <p>Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached?</p>	<p>4B. TRADEMARK REGISTRATION NO(S).:</p> <p><b>See attached Schedule A</b></p> <p>Additional numbers attached? <b>YES</b></p>
<p>Henry W. Leeds, Esq. Tucker Flyer Suite 400 1615 L Street, N.W. Washington, D.C. 20036</p>	
<p>6. TOTAL NUMBER OF TITLES: 9</p> <p>7. TOTAL FEE: \$240.00 - Check Enclosed</p> <p>8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 20-1582</p> <p>Our Ref: 27870.330</p>	<p>9. The undersigned declares to the best of his knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p><i>Henry W. Leeds</i> Henry W. Leeds Date: September 15<sup>th</sup>, 1999</p> <p>Page 1 of 4</p>

I hereby certify that the foregoing document was deposited with the U.S. Postal Services, by First Class Mail, postage prepaid, addressed to Box: Assignments/Fee, The Assistant Commissioner of Trademarks, U.S. Patent and Trademark Office, 2900 Crystal Drive, Arlington, VA 22202-3513, this 15<sup>th</sup> day of September 1999.

*Tanessa R. A. ...*

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TRADEMARK  
REEL: 001969 FRAME: 0158

**SCHEDULE A**

<b><u>Reg. No.</u></b>	<b><u>Mark</u></b>
1,663,824	CCC HOME LENDERS
1,951,258	THE RIGHT LOAN
1,983,163	MONEY WHEN YOU NEED IT!
2,085,131	\$.M.A.R.T. LOAN
2,120,689	\$.A.F.E.
2,168,985	COMMERCIAL CREDIT
2,200,479	EQUITYWRAP
2,217,076	\$.M.A.R.T.

<b><u>Serial No.</u></b>	<b><u>Mark</u></b>
75/476,524	BALANCE YOUR BUDGET

State of Delaware

PAGE 1

Office of the Secretary of State

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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 "COMMERCIAL CREDIT COMPANY", CHANGING ITS NAME FROM "COMMERCIAL CREDIT COMPANY" TO "CITIFINANCIAL CREDIT COMPANY", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF AUGUST, A.D. 1999, AT 8:30 O'CLOCK A.M.

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



A handwritten signature in cursive script, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9938406

DATE: 08-25-99

**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
COMMERCIAL CREDIT COMPANY  
(a Delaware corporation)  
(Pursuant to Section 242)**

Commercial Credit Company, a corporation organized and existing under and by virtue of the corporation laws of the State of Delaware

**DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of said corporation by unanimous written consent dated June 7, 1999, without a meeting, adopted a resolution proposing and recommending the following amendment to the Articles of Incorporation of said corporation:

**RESOLVED,** that the Articles of Incorporation of Commercial Credit Company be amended by changing Articles I thereof so that, as amended, said Article shall be and read as follows:

"The name of the corporation is  
  
CitiFinancial Credit Company

**SECOND:** That in lieu of a meeting and vote of stockholder, the stockholder has given unanimous written consent to said amendment in accordance with the provisions of the laws of the State of Delaware.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Delaware law on June 8, 1999.

**IN WITNESS WHEREOF,** said Commercial Credit Company has caused this certificate to be signed by its Senior Vice President this 8<sup>th</sup> day of June, 1999.

COMMERCIAL CREDIT COMPANY

By: *Martin J. Wong*  
Senior Vice President  
Martin J. Wong

[Corporate Seal]

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