

12-28-1999



MRD 12-13-99

101231891

Recordation Form Cover Sheet

**TRADEMARKS ONLY**

Commissioner of Patents and Trademarks:

Please record the attached original documents or copy thereof

**1. Name of conveying party(ies):**

Trinitech Systems, Inc.

\_\_\_\_ Individual(s):  
\_\_\_\_ Association:  
\_\_\_\_ General Partnership:  
 Corporation - State: New York  
\_\_\_\_ Other: \_\_\_\_\_

**2. Name and address of receiving party(ies):**

NYFIX, Inc.  
Stamford Harbor Park, 333 Ludlow Street  
Stamford, Connecticut 06902

\_\_\_\_ Individual(s):  
\_\_\_\_ Association:  
\_\_\_\_ General Partnership:  
 Corporation - State: New York  
\_\_\_\_ Other: \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:

\_\_\_\_ Yes      \_\_\_\_ No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?

\_\_\_\_ Yes      \_\_\_\_ No

**3. Nature of conveyance:**

\_\_\_\_ Assignment  
\_\_\_\_ Merger  
\_\_\_\_ Security Agreement  
 Change of Name  
\_\_\_\_ Other: \_\_\_\_\_

Execution Date: 10/22/99

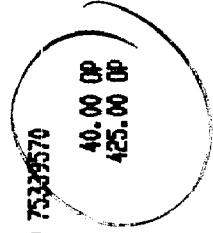
**4. Application number(s) or registration numbers:**

**A. Trademark Application No.(s)**

75/339,570  
75/757,212  
75/757,213  
75/757,214  
75/757,215  
75/757,216  
75/757,217  
75/757,218  
75/771,758

**B. Trademark Registration No.(s)**

1,876,397  
1,876,398  
1,929,662  
1,929,663  
1,936,680  
1,961,435  
1,995,985  
1,995,986  
1,996,036



12/27/1999 DMGUYEN 00000199 75339570

01 FC:481  
02 FC:482



CERTIFICATE OF AMENDMENT  
OF  
THE CERTIFICATE OF INCORPORATION  
OF  
TRINITECH SYSTEMS, INC.

*Pursuant to Section 805 of the New York Business Corporation Law*

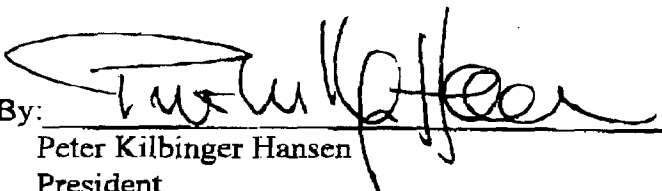
It is hereby certified that:

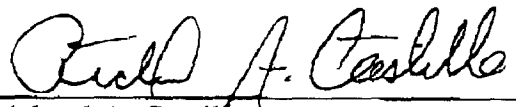
- FIRST:** The name of the corporation is TRINITECH SYSTEMS, INC. (the "Corporation").
- SECOND:** The Certificate of Incorporation of the Corporation was filed with the Department of State on April 6, 1955 under the original name "Trans-Aire Electronics, Inc."
- THIRD:** The Certificate of Incorporation is hereby amended to change the name of the Corporation to NYFIX, INC.
- FOURTH:** To accomplish the foregoing amendment, Article **FIRST** of the Certificate of Incorporation is hereby amended to read in its entirety as follows:
- "FIRST: The name of the Corporation shall be NYFIX, Inc."
- FIFTH:** The Certificate of Incorporation is hereby amended to increase the authorized number of shares of Common Stock from 15,000,000 shares to 60,000,000 shares and to increase the authorized number of shares of Preferred Stock from 1,000,000 shares to 5,000,000 shares.
- SIXTH:** To accomplish the foregoing amendment, Article **THIRD** of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

"THIRD: The total number of shares that may be issued by the corporation is sixty million (60,000,000) shares of common stock, all of which shall have a par value of \$.001, and five million (5,000,000) shares of preferred stock, all of which shall have a par value of \$1.00; stockholders shall have no preemptive rights to subscribe for shares or other securities of the Corporation. Each share of common stock of the Corporation shall have one vote for all corporate purposes with no cumulative voting rights. Each share of preferred stock shall have such designations, privileges, preferences, and voting powers as shall be determined by the Board of Directors of the Corporation."

SEVENTH: The foregoing amendment to the certificate of incorporation were authorized at a meeting of the Board of Directors by unanimous vote and thereafter at a meeting of the shareholders by vote of a majority of all the outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, we have subscribed this document on October 21, 1999 and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

By:   
 Peter Kilbinger Hansen  
 President

By:   
 Richard A. Castillo  
 Secretary

FILING RECEIPT

ENTITY NAME: NYFIX, INC.

DOCUMENT TYPE: CERTIFICATE OF AMENDMENT (DOM. BUS.) COUNTY: QUEE
STOCK NAME

SERVICE COMPANY: NATIONAL CORPORATE RESEARCH LTD. SERVICE CODE: 26

FILED:10/22/1999 DURATION:\*\*\*\*\* CASH#:991022000750 FILM #:991022000731

ADDRESS FOR PROCESS

REGISTERED AGENT

STOCK: 60000000 PV .0000000 60000000 PV 1.00

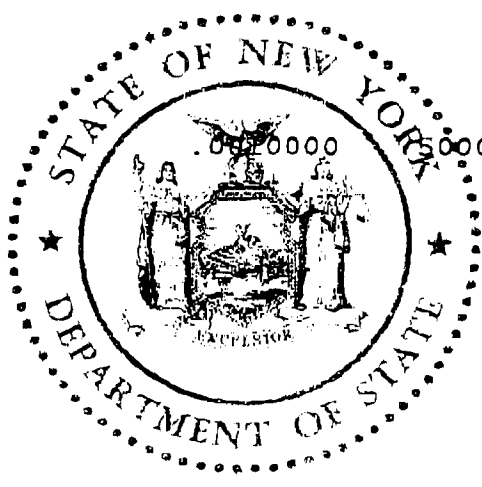


Table with columns: FILER, FEES, PAYMENTS, and sub-columns for FILING, TAX, CERT, COPIES, HANDLING, CASH, CHECK, CHARGE, DRAWDOWN, BILLED, REFUND.

DOS-1025 (11/89)

RECORDED: 12/13/1999

TRADEMARK REEL: 002003 FRAME: 0844