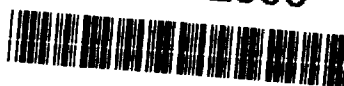


01-31-2000

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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- ☐ New
- ☐ Resubmission (Non-Recordation)  
Document ID #
- ☐ Correction of PTO Error  
Reel #  Frame #
- ☒ Corrective Document  
Reel #  001938 Frame #  0933

Conveyance Type

- ☐ Assignment ☐ License
- ☐ Security Agreement ☐ Nunc Pro Tunc Assignment
- ☐ Merger  Effective Date  
Month Day Year
- ☐ Change of Name
- ☒ Other  Declaration of Nikki Waters

Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
12201999

Name  STAR SYSTEM, INC.

Formerly

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other
- ☒ Citizenship/State of Incorporation/Organization  California

Receiving Party

☐ Mark if additional names of receiving parties attached

Name  STAR PAYMENT SYSTEMS, INC.

DBA/AKA/TA

Composed of

Address (line 1)  2600 Lake Lucien Drive

Address (line 2)

Address (line 3)  Maitland

Florida

32751

- ☐ Individual ☐ General Partnership ☐ Limited Partnership
- ☒ Corporation ☐ Association
- ☐ Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

☒ Citizenship/State of Incorporation/Organization  Delaware

01/31/2000 DNGUYEN 00000045 75337904

FOR OFFICE USE ONLY

01 FC:481 40.00 OP  
02 FC:482 400.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THE PTO.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 002013 FRAME: 0302

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number (415) 433-4150

Name

John K. Uilkema

Address (line 1)

LIMBACH & LIMBACH L.L.P.

Address (line 2)

2001 Ferry Building

Address (line 3)

San Francisco, CA 94111

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

# 10

**Trademark Application Number(s) or Registration Number(s)**

☒ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

75337904

75636995

**Registration Number(s)**

1395144

1396092

1472615

1472617

1691938

1733573

1827707

1827708

1859976

**Number of Properties**

Enter the total number of properties involved.

# 17

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 680.00

Method of Payment:

Enclosed ☒

Deposit Account ☐

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

# 12-1420

Authorization to charge additional fees:

Yes

☒

No

☐

**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. Charges to deposit account are authorized, as indicated herein.

John K. Uilkema

Name of Person Signing

Signature

12/23/1999

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**Conveying Party**

Enter Additional Conveying Party

☐

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☐ Other

☐ Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

☐

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

☐ Individual ☐ General Partnership ☐ Limited Partnership

☐ Corporation ☐ Association

☐ Other

☐ Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

**Trademark Application Number(s) or Registration Number(s)**

☐

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**


1863952	2131305	2148252
2150141	2220748	2249134

TRADEMARK

REEL: 002013 FRAME: 0304

## **DECLARATION OF NIKKI WATERS**

I, Nikki Waters, hereby declare:

1. I was previously Executive Vice President of Star System, Inc., a California corporation, whose address was 401 West "A" Street, Suite 600, San Diego, California 92101. I am currently Executive Vice President of Star Systems, Inc., a Delaware corporation, having a principal place of business at 2600 Lake Lucien Drive, Suite 260, Maitland, Florida 32751.

2. All statements made herein are of my own knowledge, or determined from the corporate records, and all statements made on information and belief are believed to be true.

3. STAR SYSTEM, INC., a California corporation, was the original owner of the United States trademark registrations and applications listed on the attached Schedule A.

4. On March 1, 1999, Star System, Inc., a California corporation, was merged with and into Star Acquisition Corp., a Delaware corporation, and the name of Star Acquisition Corp., the surviving corporation, was changed to Star System, Inc. A copy of the Certificate of Merger and Change of Name is attached hereto as Exhibit 1.

5. On May 18, 1999, Star System, Inc., a Delaware corporation, changed its name to Star Payment Systems, Inc. A copy of the Certificate of Amendment to Certificate of Incorporation changing the name is attached hereto as Exhibit 2.

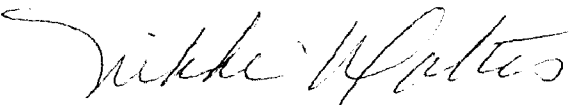
6. On July 1, 1999, I inadvertently and mistakenly signed a document assigning the United States trademarks shown on Schedule A from Star System, Inc., a California corporation, to Star Systems, Inc., a Delaware corporation. This assignment was recorded with the United States Patent Trademark Office on August 2, 1999 on Reel 001938, Frame 0933. At the time this assignment was executed, Star System, Inc., a California corporation, no longer existed. Title of

the referenced trademarks should, in fact, stand in the name of Star Payment Systems, Inc. by operation of law upon the merger and subsequent changes of name mentioned above.

7. Star Payment Systems, Inc. is a wholly owned subsidiary of Star Systems, Inc., my present company.

These statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code.

Executed this 20<sup>th</sup> day of December, 1999 in San Diego, California.

  
\_\_\_\_\_  
NIKKI WATERS

## SCHEDULE A

<b><u>Trademark Registrations</u></b>	<b><u>Reg. No.</u></b>	<b><u>Reg. Date</u></b>
STAR SYSTEM & DESIGN	1,395,144	May 27, 1986
STAR SYSTEM	1,396,092	June 3, 1986
EXPLORE	1,472,615	January 12, 1988
EXPLORE & LOGO	1,472,617	January 12, 1988
IF YOU'RE NOT NEAR THE ATM YOU USE, USE THE ATM YOU'RE NEAR	1,691,938	June 9, 1992
STAR ACCESS	1,733,573	November 17, 1992
STAR CHEK	1,827,707	March 22, 1994
STAR CHEK & DESIGN	1,827,708	March 22, 1994
EXPLORE & DESIGN	1,859,976	October 25, 1994
STAR CHEK LOGO	1,863,952	November 22, 1994
STAR & DESIGN	2,131,305	January 20, 1998
MINI STATEMENT LOGO	2,148,252	March 21, 1998
DEPOSITS LOGO	2,150,141	April 14, 1998
PAY BILLS LOGO	2,220,748	January 26, 1999
NEW STAR	2,249,134	June 1, 1999

<b><u>Trademark Applications</u></b>	<b><u>App. Ser. No.</u></b>	<b><u>App. Date</u></b>
STAR STATION	75/337,904	August 8, 1997
TAKE YOUR MONEY FURTHER	75/636,995	February 9, 1999

# **EXHIBIT 1**

*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 CERTIFICATE OF MERGER, WHICH MERGES:

"STAR SYSTEM, INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "STAR ACQUISITION CORP." UNDER THE NAME OF  
"STAR SYSTEM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE FIRST DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.

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



  
Edward J. Freel, Secretary of State

2950937 8100M

991077641

AUTHENTICATION:

9601648

DATE:

03-01-99



STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/01/1999  
991077641 - 2958937

## CERTIFICATE OF MERGER

OF

STAR SYSTEM, INC.,  
a California nonprofit mutual benefit corporation

INTO

STAR ACQUISITION CORP.,  
a Delaware corporation

This Certificate of Merger is executed by Star Acquisition Corp., as the surviving corporation, pursuant to the provisions of Section 258 of the General Corporation Law of the State of Delaware.

## I.

The names and states of incorporation of the constituent corporations are as follows:

Name	State
1. Star Acquisition Corp.	Delaware
2. Star System, Inc.	California

## II.

The Agreement of Merger and Plan of Reorganization by and among H&S Holding Company, a Delaware corporation, Star Acquisition Corp., a Delaware corporation, Star System, Inc., a California non-profit mutual benefit corporation and the other parties thereto (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the respective corporations in accordance with Section 258(b) of the General Corporation Law of the State of Delaware and Section 8011 and Section 8012 of the Nonprofit Mutual Benefit Corporation Law of the State of California.

## III.

The name of the surviving corporation is Star Acquisition Corp., a Delaware corporation. The Certificate of Incorporation of Star Acquisition Corp. shall be amended to change the name of the corporation to Star System, Inc. ✓

## IV.

The Certificate of Incorporation of Star Acquisition Corp. shall be amended to change the name of the corporation to Star System, Inc. The Certificate of Incorporation of Star Acquisition Corp. as so amended is attached hereto as Exhibit A.

## V.

The executed Merger Agreement is on file at the principal place of business of the surviving corporation, at the following address:

Star Acquisition Corp.  
2600 Lake Lucien Drive, Suite 180  
Maitland, Florida 32751

## VI.

A copy of the Merger Agreement will be furnished by Star Acquisition Corp., on request and without cost, to any member of any constituent corporation.

## VII.

Star System, Inc. is a nonstock corporation and has 17 members, each with an identical, uncertificated membership interest.

## VIII.

The merger shall become effective at 5:00 p.m., EST, on March 1, 1999.

Star Acquisition Corp. has caused this Certificate of Merger to be executed in its corporate name this 25th day of February 1999.

STAR ACQUISITION CORP.  
a Delaware corporation

By: /s/ Ronald V. Coogemi  
Ronald V. Coogemi  
President

# **EXHIBIT 2**

*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 CERTIFICATE OF AMENDMENT OF "STAR SYSTEM, INC.", CHANGING ITS NAME FROM "STAR SYSTEM, INC." TO "STAR PAYMENT SYSTEMS, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF MAY, A.D. 1999, AT 9 O'CLOCK A.M.

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



Edward J. Freel, Secretary of State

2950937 8100

991197282

AUTHENTICATION:

9750619

DATE:

05-18-99

TRADEMARK

REEL: 002013 FRAME: 0313

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 05/18/1999  
991197282 - 2950937

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
STAR SYSTEM, INC.**

Star System, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") hereby certifies that:

1. In order to change the name of the Corporation, Article I of the Certificate of Incorporation of the Corporation is hereby amended in its entirety, so that, as amended, Article I shall be and read as follows:

~~FIRST:~~ The name of the Corporation is Star Payment Systems, Inc. (hereinafter the "Corporation").

2. This Amendment to the Certificate of Incorporation of the Corporation shall be effective on May 18, 1999.

3. That pursuant to and in accordance with Section 242 of the General Corporation Law of the State of Delaware, this Amendment to the Certificate of Incorporation of the Corporation was unanimously adopted and approved on May 6, 1999 by the Board of Directors of the Corporation, and the number of votes cast by the Board of Directors of the Corporation for the Amendment to the Certificate of Incorporation of the Corporation was sufficient for such approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment this 17<sup>th</sup> day of May, 1999.

STAR SYSTEM, INC.

By: /s/ Ronald V. Congemi  
Ronald V. Congemi, President

CDM\FCD\CSM\DOC\94497.WPS