

05-12-2000



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REC'D APR 21 PM 5:39 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 # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year

- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name TRANSACTION INFORMATION SYSTEMS, INC. Execution Date
Month Day Year
01 - 01-2000

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name TIS WORLDWIDE, INC.

DBA/AK/A/T/A _____

Composed of _____

Address (line 1) 115 BROADWAY

Address (line 2) 20TH FLOOR

Address (line 3) NEW YORK NEW YORK 10006
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization DELAWARE

05/11/2000 DNGUYEN 00000043 75231657

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 75.00 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 THIS ADDRESS.

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: 002070 FRAME: 0025

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 (212) 684-3900

Name

BARBARA H. LOEWENTHAL, ESQ.

Address (line 1)

GOTTLIEB, RACKMAN & REISMAN, P.C.

Address (line 2)

270 MADISON AVENUE, 8TH FLOOR

Address (line 3)

NEW YORK, NEW YORK 10016-0601

Address (line 4)

Pages

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

#

5

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)

75/231,657

2,263,364

75/563,845

75/563,846

Number of Properties

Enter the total number of properties involved.

#

4

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

115.00

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:

#

07-1730

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.

BARBARA H. LOEWENTHAL, ESQ.

Name of Person Signing

Bar 2

Signature

4/17/00

Date Signed

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 "TRANSACTION INFORMATION SYSTEMS, INC.", CHANGING ITS NAME FROM "TRANSACTION INFORMATION SYSTEMS, INC." TO "TIS WORLDWIDE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2749500 8100

991557630

AUTHENTICATION: 0164428

DATE: 12-27-99

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
TRANSACTION INFORMATION SYSTEMS, INC.**

TRANSACTION INFORMATION SYSTEMS, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. The Certificate of Incorporation of the Corporation was filed with the Secretary of State on May 9, 1997.

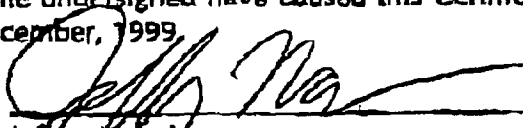
2. The Certificate of Incorporation is hereby amended by deleting Article First thereof and replacing such Article First with the following:

*Article FIRST: The name of the corporation is TIS Worldwide, Inc. (the "Corporation").

3. This Amendment to the ~~Certificate of~~ Incorporation has been duly adopted in accordance with the provisions of Sections 242(b) and 228 of the General Corporation Law of Delaware.

4. The effective date of this amendment is January 1, 2000.

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be signed by its chairman this 21st day of December, 1999.



Jeffrey Najarian
Chairman