

05-15-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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4/24/00

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
12271999

Name STAR PAYMENT SYSTEMS, INC.

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 STAR SYSTEMS, INC.

DBA/AKA/TA

Composed of

Address (line 1) 401 W. "A" Street, Suite 600

Address (line 2)

Address (line 3) San Diego

City

California

State/Country

92101-7903

Zip Code

- 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

FOR OFFICE USE ONLY

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01 FD:481 40.00 DP
02 FD:482 475.00 DP

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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: 002074 FRAME: 0148

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

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)

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

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: #
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

04/19/2000
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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/AKATA

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

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

Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

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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 CORRECTION OF "STAR SYSTEMS, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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001144850

AUTHENTICATION: 0340023

DATE: 03-27-00

TRADEMARK
REEL: 002074 FRAME: 0151

CORRECTED
CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

STAR SYSTEMS, INC.
(Delaware Corporation)

WITH AND INTO

STAR PAYMENT SYSTEMS, INC.

(Delaware Corporation)

Star Systems, Inc., a corporation organized and existing under the laws of Delaware ("Star Systems") filed a Certificate of Ownership and Merger on December 28th, 1999 ("Certificate of Ownership"). Article Four of the Certificate of Ownership stated that Certificate of Incorporation of Star Payment Systems, Inc. ("Star Payment") was amended to change the name of the surviving corporation to Star Systems, Inc. Article Ten of the Certificate of Ownership stated that Bylaws of Star Payment shall continue as such for the Surviving Corporation. Pursuant to Section 103(f) and Section 253 of the General Corporation Law of the State of Delaware, Star Systems files this instrument to correctly reflect that the Certificate of Incorporation of Star Payment was further amended in its entirety by the Merger to be in the form of Exhibit A attached hereto and that the Bylaws of Star Systems immediately prior to the effective time of the Merger shall be the Bylaws of the Surviving Corporation, and

DOES HEREBY CERTIFY:

FIRST: Star Systems, Inc. is incorporated under the laws of Delaware.

SECOND: Star Systems owns all issued and outstanding shares of the only class of capital stock of Star Payment.

THIRD: That an Agreement and Plan of Merger (the "Plan of Merger") between Star Payment Systems, Inc. ("Star Payment") and Star Systems has been approved, adopted, certified, executed and acknowledged by each of Star Payment and Star Systems in accordance with the requirements of Section 253 of the General Corporation Law of the State of Delaware.

FOURTH: That the name of the surviving corporation is Star Payment Systems, Inc. The Certificate of Incorporation of Star Payment Systems, Inc. is hereby amended in its entirety by the merger to change the name of the surviving corporation to Star Systems, Inc. and to be in the form of Exhibit A attached hereto.

FIFTH: That the Certificate of Incorporation of Star Payment, as amended in its entirety, shall be the Certificate of Incorporation of the surviving corporation.

SIXTH: That the Bylaws of Star Systems, as in effect immediately prior to the effective time of the merger, shall be the Bylaws of the surviving corporation

SEVENTH: That the executed Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 401 West A Street, Suite 600, California 92101.

EIGHTH: That a copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of Star Payment and Star Systems.

NINTH: That this Certificate of Merger shall be effective after the close of business at 11:58 P.M. on December 28, 1999.

TENTH: That Star Payment and Star Systems, by resolutions duly adopted by their respective Boards of Directors, on the 3rd day of November, 1999, determined to implement the merger of Star Systems with and into Star Payment (the "Merger").

ELEVENTH: That the reorganization and Plan of Merger adopted by the Boards of Directors of Star Payment and Star Systems provides the following resolutions:

Star Payment shall succeed to all of the authority, property rights, privileges, powers and franchises of Star Systems unaffected and unimpaired by the Merger as the same were before held and enjoyed by Star Systems in its name;

Star Payment shall assume all of the obligations of Star Systems;

Star Payment shall survive the Merger (following the Merger, Star Payment is hereinafter referred to as the "Surviving Corporation");

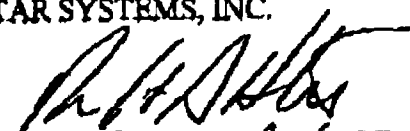
Each of the stockholders of Star Systems shall be issued pro rata shares of voting capital stock of Star Payment in exchange for their shares of voting capital stock of Star Systems;

The directors and officers of Star Payment immediately prior to the effective time of the Merger shall continue as such for the Surviving Corporation.

TWELVETH: The authorized officers of Star Payment and Star Systems were authorized to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect the Merger.

IN WITNESS WHEREOF, STAR SYSTEMS, INC. has caused this Corrected Certificate of Ownership and Merger to be signed by the undersigned on its behalf as of this 27th day of December, 1999.

STAR SYSTEMS, INC.

By 
Name Ronald A Hennessy
Title GEVP

CERTIFICATE OF INCORPORATION
OF
STAR SYSTEMS, INC.

FIRST: The name of the Corporation is STAR SYSTEMS, INC. (hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 8,000,000 shares of Common Stock, each having a par value of \$0.01 (the "Common Stock"), divided into two classes, of which 6,000,000 shares shall be designated "Class A Shares" and 2,000,000 shares shall be designated "Class B Nonvoting Shares". All shares of Common Stock shall be identical except that the Class B Nonvoting Shares shall have no voting rights whatsoever, except as otherwise required by law. From time to time, outstanding Class A Shares may be automatically converted to Class B Nonvoting Shares, or Class B Nonvoting Shares may be automatically converted to Class A Shares, as provided herein.

FIFTH: The names and mailing addresses of the Incorporators are as follows:

<u>Name</u>	<u>Address</u>
Thomas O. Bennion	HONOR Technologies, Inc. 2600 Lake Lucien Drive Suite 180 Maitland, Florida 32751
Ronald V. Congemi	Star System, Inc. 401 West "A" Street Suite 600 San Diego, California 92101

SIXTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have the power to make, alter, amend, change, add to or repeal the By-Laws of the Corporation, on the affirmative vote of two-thirds of the directors.

(3) The stockholders shall have the power to make, alter, amend, change, add to or repeal the By-Laws of the Corporation, on the affirmative vote of two-thirds of the issued and outstanding Class A Shares.

(4) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide. Subject to the rights, if any, of the holders of shares of preferred stock then outstanding, any director or the entire Board of Directors may be removed from office at any time, with or without cause, by the affirmative vote of the holders of at least two-thirds in voting power of the issued and outstanding capital stock of the Corporation entitled to vote in the election of directors; provided, that, if less than the entire board is to be removed, no director may be removed without cause if the votes cast against his or her removal would be sufficient to elect him or her if then cumulatively voted at an election of the entire board of directors. For purposes of the foregoing, "cause" shall include failure of a director to remain a Qualified Director (as defined in the By-Laws of the Corporation).

(5) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(6) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

(7) All action by stockholders shall occur at an annual or special meeting of the stockholders or by written consent pursuant to a direction by the Board of Directors. Any consent of stockholders in lieu of a meeting, as provided in Section

228 of the GCL, other than pursuant to a direction by the Board of Directors, is prohibited and void.

(8) Except as set forth in the immediately following paragraph (9) of this Article SIXTH or as otherwise provided in this Certificate of Incorporation, each stockholder represented at a meeting of stockholders shall be entitled to cast one vote for each share of Class A Shares held by such stockholder. The Board of Directors, in its discretion, or the officer of the corporation presiding at a meeting of stockholders, in his or her discretion, may require that any votes cast at such meeting shall be cast by written ballot.

(9) At the election of directors of the Corporation, each holder of stock or of any class or classes or of a series or series thereof shall be entitled to as many votes as shall equal the number of which (except for such provision as to cumulative voting) it would be entitled to cast for the election of directors with respect to its shares of stock multiplied by the number of directors to be elected by it, and it may cast all of such votes for a single director or may distribute them among the number for, or for any two or more of them as it may see fit; provided, however, that no stockholder shall be entitled to so cumulate such stockholder's votes unless the candidates for which such stockholder is voting have been placed in nomination in accordance with the By-Laws of the Corporation and a stockholder has given timely notice of an intention to cumulate votes. To be timely, a stockholder's notice shall be delivered to or mailed and received at the principal executive offices of the Corporation not later than the close of business on the fifteenth (15th) day following the day on which the notice of the date of the meeting was mailed or public disclosure of the date of the meeting was made, whichever first occurs. If any one stockholder has given proper notice of an intention to cumulate votes pursuant to this section, all stockholders may cumulate their votes for candidates properly in nomination.

(10) When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the statutes or of this Certificate of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of the question.

(11) The stockholders shall have the power to make, alter, amend, change, add to or repeal this Certificate of Incorporation, on the affirmative vote of at least two-thirds of the issued and outstanding Class A Shares.

SEVENTH: (a) Except with respect to capital stock acquired by a stockholder of the Corporation or its affiliates (as defined in paragraph (d) of this Article SEVENTH) as a result of a merger, consolidation or other combination with another stockholder of the Corporation, a stockholder and its affiliates may not own in excess of nineteen percent (19%) of the authorized

number of Class A Shares. The foregoing limitation is hereinafter referred to as the "Class A Ownership Cap."

(b) The Corporation shall not issue, sell, or otherwise transfer any shares of its stock to any stockholder or affiliate thereof if such issuance, sale or transfer would result in such stockholder, including its affiliates, owning stock in excess of the Class A Ownership Cap. The provisions hereof are not intended to preclude the registration of transfer of a stockholder's capital stock in the Corporation or any transfer or issuance of a stockholder's capital stock in connection with a merger, consolidation or other combination with another person.

(c) If a stockholder, including its affiliates, as a result of the dissolution, merger or consolidation of a stockholder or the sale by a stockholder of all or substantially all of its assets or any other means of acquisition (including, without limitation as a result of a purchase, redemption or retirement by the Corporation of stock of any stockholder), becomes the owner of stock of the Corporation in excess ("Excess Stock") of the whole number of Class A Shares that most nearly equals the Class A Ownership Cap, that number of Class A Shares equal to the number of shares of Excess Stock shall be automatically converted into Class B Nonvoting Shares. Such Class B Nonvoting Shares shall automatically be converted back into Class A Shares at such time as the ownership of such stock does not cause its holder to own in excess of the Class A Ownership Cap. Any stockholder that becomes the owner of Excess Stock or is the owner of Excess Stock eligible for conversion back into Class A Shares shall promptly notify the Corporation, and the Corporation shall promptly reflect in its stock records the corresponding conversion.

(d) The term "affiliate" or "affiliated" shall have the same meaning as set forth in Rule 405 of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Act of 1933, or any successor rule thereto.

EIGHTH: The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors, subject to the terms of the By-Laws of the Corporation and any agreement entered into with any director or officer. The right to indemnification conferred by this Article EIGHTH shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article EIGHTH to directors and officers of the Corporation.

The rights to indemnification and to the advance of expenses conferred in this Article EIGHTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the By-Laws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Any repeal or modification of this Article EIGHTH by the stockholders of the Corporation shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

NINTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.