

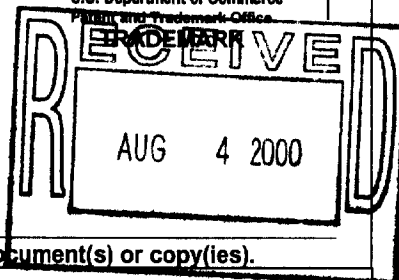
08-22-2000

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



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U.S. Department of Commerce
Patent and Trademark Office



MPD 8.4.00

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 #
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

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

08/22/2000 MTHA11 00000023 76020290

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01 FC:481
02 FC:482

40.00 OP
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Mail documents to be recorded with required cover sheet(s) information to:
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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.

Julie L. Finch
Name of Person Signing

Julie L. Finch
Signature

7/31/00
Date Signed



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 29, 2000

4560-218-4

RONALD L GREENE
404 BROCK DRIVE
BLOOMINGTON, ILLINOIS 61701-0000

RE ANDERSON FINANCIAL NETWORK, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND A CERTIFICATE RELATIVE TO THE AMENDMENT AND
RESTATED ARTICLES OF THE ABOVE CORPORATION.

THE REQUIRED FILING FEE HAS BEEN RECEIVED AND CREDITED.

THIS CERTIFICATE MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER
WHEREIN THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED.

SINCERELY,

Jesse White

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF AMENDMENT AND RESTATED ARTICLES TO THE ARTICLES OF INCORPORATION OF ANDERSON FINANCIAL NETWORK, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 29TH day of JUNE A.D. 2000 and of the Independence of the United States the two hundred and 24TH



Jesse White

Secretary of State

ARTICLES OF AMENDMENT

File # 4560-219-4

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

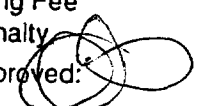
FILED

JUN 29 2000

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 6/29/00
Franchise Tax \$
Filing Fee \$ 100.00
Penalty \$
Approved: 

Remit payment in check or money order, payable to "Secretary of State."

*The filing fee for articles of amendment - \$25.00

1. CORPORATE NAME: Anderson Financial Network, Inc. (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on June 28, ~~19~~ 2000 in the manner indicated below. ("X" one box only)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Notes 4 & 5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

(NEW NAME)

All changes other than name, include on page 2
(over)

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No Change.

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

No Change.

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

No Change.

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK**.)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated JUNE 28 ~~X~~ 2000 ANDERSON FINANCIAL NETWORK, INC.
(Exact Name of Corporation at date of execution)

attested by [Signature] by [Signature]
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

JOSEPH M. AMBROSE, SECRETARY RONALD L GREENE PRESIDENT
(Type or Print Name and Title) (Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, 19 _____

EXHIBIT A

ANDERSON FINANCIAL NETWORK, INC.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

Incorporated July 29, 1965 under the name Credit Check Inc.
June 24, 1986. The name changed to Anderson Financial Network Inc., Inc.
RESOLVED, that the Articles of Incorporation of the Corporation be, and they hereby
are, amended and restated in their entirety to read as follows:

AMENDED ARTICLE ONE: The name of the Corporation is Afni, Inc.

ARTICLE TWO: The address of its registered agent in the State of Illinois as of the date of filing of these Amended and Restated Articles of Incorporation is 404 Brock Drive, City of Bloomington, County of McLean. The name of its registered agent at such address as of the date of filing of these Amended and Restated Articles of Incorporation is Ronald L. Greene.

AMENDED ARTICLE THREE: The purpose for which the Corporation is organized is:

To transact any and all other lawful business for which corporations may be incorporated under the Illinois Business Corporation Act of 1983, as amended.

AMENDED ARTICLE FOUR:

Paragraph 1: The authorized shares as of the date of filing of these Amended and Restated Articles of Incorporation are:

<u>Class</u>	<u>Par Value</u> <u>Per Share</u>	<u>Number of</u> <u>Shares</u> <u>Authorized</u>
Common	No Par	3,000,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are: None.

Paragraph 3: No holder of shares of any class of the Corporation shall have any preemptive right to subscribe for or acquire additional shares of the Corporation of the same or any other class, whether such shares be hereby or hereafter authorized; and no holder of shares of any class of the Corporation shall have any preemptive right to acquire any shares which may be held in the treasury of the Corporation; all such additional or treasury shares may be sold for such consideration, at such time, and to such person or persons as the Board of Directors may from time to time determine.

Paragraph 4: Each outstanding share, regardless of class, shall be entitled to one vote in each matter submitted to a vote at a meeting of shareholders, provided that in all elections for directors, every shareholder shall have the right to vote the number of shares owned by such shareholder for as many persons as there are directors to be elected multiplied by

the number of such shares or to distribute such cumulative votes in any proportion among any number of candidates.

ARTICLE FIVE: The number of shares issued as of the date of filing of these Amended and Restated Articles of Incorporation and the paid-in capital received by the Corporation therefor are:

<u>Class</u>	<u>Par Value Per Share</u>	<u>Number of Shares Issued</u>	<u>Paid-in Capital Received Therefor</u>
Common	No Par	500	\$2,000.00

ARTICLE SIX: The duration of the Corporation shall be perpetual.

AMENDED

ARTICLE SEVEN: No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided that this provision shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 8.65 of the Illinois Business Corporation Act of 1983, as amended, or (iv) for any transaction from which the director derived an improper personal benefit.