

01-18-2001

Attorney Docket No. 18016-3

FORM PTO-1594
1-31-92

1-2-01



U.S. DEPARTMENT OF COMMERCE
Patents and Trademark Office

To the Honorable Commissioner of Patents and Trade

101587556

ments or copy thereof.

1. Name of conveying party(ies):

2. Name and address of receiving party(ies)

Bankserv., LLC

Name: BSERV, INC.

- Individual(s) Association
- General Partnership Limited Partnership

Internal Address:

Street Address: 222 Kearny Street, Suite 414

City: San Francisco, CA 94108

Corporation-State: California

Individual(s) citizenship

Other

Association

Additional name(s) of conveying parties attached? Yes No

General Partnership

3. Nature of conveyance:

Limited Partnership

- Assignment Merger
- Security Agreement X Change of Name

Corporation-State: Nevada

Other

Effective Date: January 21, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional names and addresses attached? Yes No

4. Application Number(s) or Registration Number(s)

A. Trademark Application No(s):

B. Trademark Registration No(s): 2,227,240 - BANKSERV

Additional numbers attached? Yes _ No XXX

5. Name and address of party to whom correspondence concerning document should be mailed:

6. Total number of applications and registrations involved 1

Name: Paul W. Vapnek
 Mary L. Shapiro
 TOWNSEND AND TOWNSEND AND CREW LLP
 Two Embarcadero Center, 8th Floor
 San Francisco, California 94111-3834
 (415) 576-0200

7. Total fee (37 CFR 3.41): \$40

Enclosed Charge Fees to Deposit Account

x Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number: 20-1430

(Attach duplicate copy of this page if paying by deposit account)

01/17/2001 DBYRNE 00000031 201430 2227240

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DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Mary L. Shapiro
Name of Person Signing

Mary L. Shapiro
Signature

12/28/00
Date

Total number of pages including cover sheet, attachments and document: 4

10. Change Correspondence Address to that of Part 5? X Yes No

OMB No. 0651-0011 (exp. 4/94)

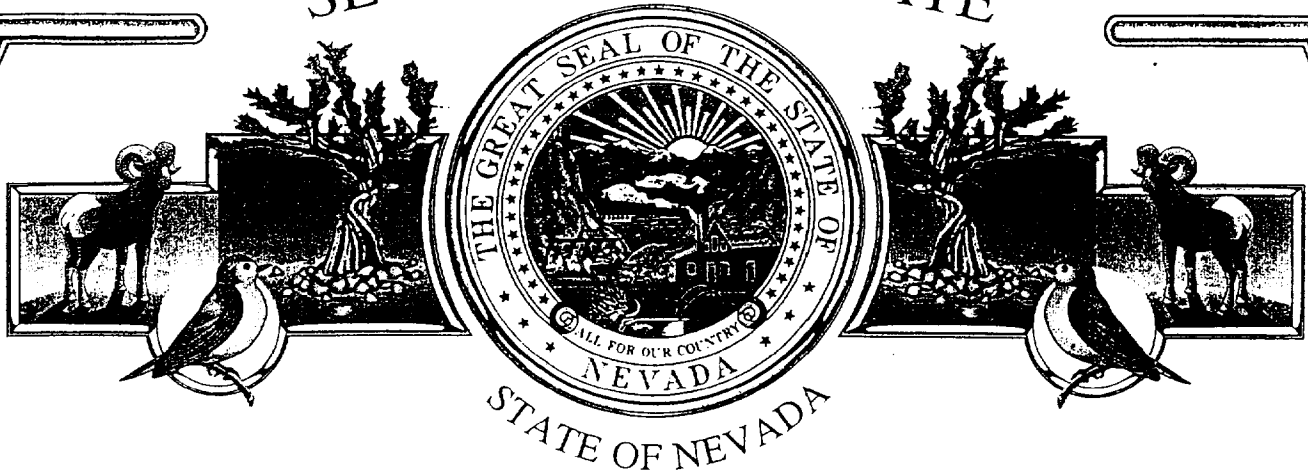
Do not detach this portion

Mail documents to be recorded with required cover to:

Asst. Commissioner for Trademarks
Box: Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002215 FRAME: 0819

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **BSERV, INC.** did on **JANUARY 21, 1999**, file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Las Vegas, Nevada, on **JANUARY 21, 1999**.



Dean Heller

Secretary of State

By

Judy De

Certification Clerk

JAN 21 1999

No. C 1369-99
Dean Heller
DEAN HELLER, SECRETARY OF STATE

Articles of Incorporation
(PURSUANT TO NRS 78)
STATE OF NEVADA
Secretary of State

1. The name of the corporation (hereinafter called the Corporation) is: **BSERV, INC.**
2. The name and address of the Corporation's registered agent are:

Ronald B. Booth 3291 N. Buffalo Drive, Suite 8
Las Vegas, Nevada 89129
3. The authorized capital stock of the Corporation shall consist of not more than thirty million (30,000,000) shares of stock which are divided into classes and which have such designations, preferences, limitations and relative rights as follows:
 - (i) twenty-five million (25,000,000) shares of common stock with a par value of one-tenth of one cent (\$.001) per share, designated as "Common Stock."
 - (ii) five million (5,000,000) shares of preferred stock with a par value of one-tenth of one cent (\$.001) per share, designated as "Preferred Stock." The Board of Directors of the Corporation shall be authorized and empowered to divide any or all shares of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of any series so established. Before any shares of Preferred Stock of any particular series shall be issued, the Board of Directors shall fix and determine, and is hereby expressly empowered and authorized to fix and determine, in the manner provided by law, the following provisions of the shares of such series:
 - (1) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by like action of the Board of Directors;
 - (2) The annual rate of dividends, if any, payable on shares of such series, whether dividends shall be cumulative and the conditions upon which and the date as of which such dividends shall be accumulated on all shares of such series;
 - (3) The time or times when and the price or prices at which shares of such series shall be redeemable, if at all, and the sinking fund provisions, if any, for the purchase or redemption of such shares;
 - (4) The amount payable on shares of such series in the event of any liquidation, dissolution or winding up of the affairs of the Corporation;

- (5) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock or shares of any other series of Preferred Stock and the terms and conditions of such conversion or exchange; and
- (6) Whether the shares of such series have voting rights and the extent of such voting rights, if any.

4. The governing board shall be styled as a Board of Directors. The first Board of Directors shall consist of 5 members and their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Maurice J. Gallagher, Jr.	3301 N. Buffalo Drive Las Vegas, Nevada 89129
Timothy P. Flynn	3291 N. Buffalo Drive, Suite 8 Las Vegas, Nevada 89129
Jack L. Hancock	222 Kearney Street, Suite 414 San Francisco, California 94108
Keith Jarrett	222 Kearney Street, Suite 414 San Francisco, California 94108
David F. Kvederis	222 Kearney Street, Suite 414 San Francisco, California 94108

The number of directors of the Corporation may be increased or decreased in the manner provided in the Bylaws of the Corporation; provided that the number of directors shall never be less than one. In the interim between elections of directors by stockholders entitled to vote, all vacancies, including vacancies caused by an increase in the number of directors and including vacancies resulting from the removal of directors by the stockholders entitled to vote which are not filled by said stockholders, may be filled by the remaining directors, though less than a quorum.

5. No holder of any shares of any class of stock in the Corporation shall be entitled as a right to subscribe for, purchase, or otherwise acquire (a) any shares of any class of stock in the Corporation which the Corporation proposes to issue, (b) any rights, options or warrants which the Corporation proposes to grant for the purchase of any shares of any class of stock in the Corporation, or (c) any bonds, securities or obligations of the Corporation which the Corporation proposes to issue or grant which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire any shares of any class of stock in the Corporation.

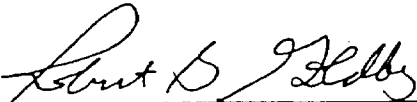
6. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the Nevada General Corporation Law, as the same may be amended and supplemented.
7. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
8. The name and address of the incorporator are as follows:

NAME

ADDRESS

Robert B. Goldberg

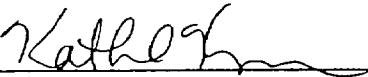
3490 Piedmont Road, Suite 400
Atlanta, Georgia 30305



ROBERT B. GOLDBERG, Incorporator

State of Georgia, County of Fulton

This instrument was acknowledged
before me on January 15, 1999,
by Robert B. Goldberg, as incorporator
of BServ, Inc.



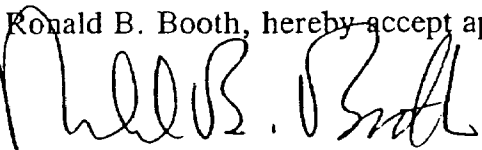
Notary Public Signature



(affix notarial seal)

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT OF RESIDENT AGENT

I, Ronald B. Booth, hereby accept appointment as Resident Agent for the above-named corporation.



Ronald B. Booth, Resident Agent

1/21/99

Date