

MRD 1/22/01

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

01-31-2001

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



101600032

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
 - Security Agreement
 - Merger
 - Change of Name
 - Other
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Day Year
 JAN 23 2001

Conveying Party

Mark if additional names of conveying parties attached

Name Bankline, Inc. Execution Date
Month Day Year
 08191999

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

Receiving Party

Mark if additional names of receiving parties attached

Name SLMsoft.com Inc.

DBA/AKA/TA

Composed of

Address (line 1) 15940 College Boulevard

Address (line 2)

Address (line 3) Lenexa Kansas/ United States 66219

City State/Country Zip Code

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

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.)

FOR OFFICE USE ONLY

01/31/2001 DBYRNE 00000086 2218271
01 FC:481 40.00 DP

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: 002226 FRAME: 0333

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="2218271"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Bryan P. Stanley
Name of Person Signing


Signature

1/22/2001
Date Signed

ARTICLES OF INCORPORATION

of

BANKLINE HOLDING, INC.

ARTICLE I

The name of the Corporation is Bankline Holding, Inc.

ARTICLE II

The address of the corporation's registered office in the State of Kansas is 10580 Barkley, in the City of Overland Park, County of Johnson, ZIP Code 66212, and the name of its registered agent at that address is John E. French.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Kansas General Corporation Code.

ARTICLE IV

The corporation shall have the authority to issue 1,000 shares of common stock with the par value of \$1.00 share.

ARTICLE V

The name and mailing address of the incorporator is as follows:

<u>Name of Incorporator</u>	<u>Mailing Address</u>
John E. French	10580 Barkley Overland Park, KS 66212

ARTICLE VI

The Board of Directors is hereby authorized to adopt, amend, or repeal the Bylaws of this corporation.

ARTICLE VII

The number of the directors of the corporation shall be fixed by, or in the manner provided in, the Bylaws.

ARTICLE VIII

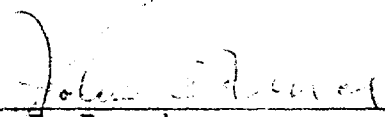
The directors and officers of this corporation shall be indemnified to the maximum extent permitted by law. Expenses incurred by a director or officer of this corporation in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director or officer is not entitled to be indemnified by the corporation as authorized by this Article. The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification and advancement of expenses to which any such director or officer may be entitled by bylaw, agreement, vote of stockholders or of disinterested directors or otherwise. All rights of indemnification and advancement of expenses hereunder shall continue as to a person who has ceased to be an officer or director and shall inure to the benefit of the heirs, executors and administrators of such director or officer.

The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Kansas General Corporation Code.

ARTICLE IX

Election of directors need not be by written ballot.

IN TESTIMONY WHEREOF, the undersigned has hereunto subscribed his name this 27 day of February, 1990.



John E. French
Incorporator

STATE OF Kansas)

COUNTY OF Johnson)

Before me, a notary public in and for the aforesaid County and State, personally appeared John E. French, who is personally known to me to be the same person who executed the foregoing Articles of Incorporation as Incorporator and duly acknowledged the execution of the same.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal, this 27th day of February, 1990.

BEVERLY A. HERCULES
Notary Public - State of Kansas
My Appt. Expires 7-27-92

Beverly A. Hercules
Notary Public

My Commission Expires:

7-27-92

**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BANKLINE HOLDING, INC.**

* 4923 4.24.90

We, John E. French, President and Robert E. Tierney, Secretary of the above named corporation, a corporation organized and existing under the laws of the State of Kansas, do hereby certify that pursuant to K.S.A. §17-6518, the stockholders of said corporation, adopted a resolution setting forth the following amendment to the Articles of Incorporation and declaring its advisability:

Article IV

The corporation shall have the authority to issue 1,000,000 shares of common stock with a par value of \$.01 share.

We further certify that a majority of the stockholders entitled to vote voted in favor of the proposed amendment.

We further certify that the amendment was duly adopted in accordance with the provisions of K.S.A. §17-6602, as amended.

We further certify that the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, we have hereunto set our hands this 19th day of April, 1990.

John E. French
John E. French, President

Robert E. Tierney
Robert E. Tierney, Secretary

STP: was)
COF: johnson)ss.

As it remembered that before me, a Notary Public in and for the aforesaid county and state, personally appeared John E. French, President and Robert E. Tierney, Secretary of the corporation named in this document, who are known to me to be the same persons who executed the foregoing Certificate, and duly acknowledged the execution of the same this 19th day of April, 1990.

My Commission Expires:

Susan [Signature]
Notary Public in and for said
County and State

1-12-1991
NOTARY PUBLIC

APR 24 1990
NOTARY PUBLIC

1728229

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
BANKLINE HOLDING, INC.

000001 10 2773 10-27-92

We, John E. French, President and C. Warren Green, Jr.,
Secretary, of the above named corporation, a corporation organized
and existing under the laws of the State of Kansas, do hereby cer-
tify that pursuant to K.S.A. Section 17-6518, the stockholders of
said corporation adopted a resolution setting forth the following
amendment to the Articles of Incorporation and declaring its advis-
ability:

"ARTICLE X

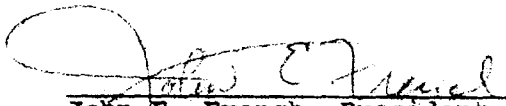
The holder(s) of stock in the corporation shall have
the preempted right to subscribe to any or all additional
issuances of stock of the corporation of any or all
classes or series thereof, or to any securities con-
vertible into such stock; provided, however, that there
shall be no preemptive rights with respect to qualified
stock options as defined in the Internal Revenue Code
covering 80,000 shares of the corporation's common stock,
and shares of capital stock issued pursuant to such
qualified stock options will not create preemptive rights
for the other stockholders of the corporation."

We further certify that a majority of the stockholders en-
titled to vote voted in favor of the proposed amendment.


We further certify that the amendment was duly adopted in
accordance with the provisions of K.S.A. Section 17-6602, as
amended.

We further certify that the capital of said corporation will
not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, we have hereunto set our hands this 22
day of October, 1992.



John E. French, President



C. Warren Green, Jr., Secretary

State of Kansas
County of Johnson ss.

Be it remembered that before me, a Notary Public in and for the aforesaid county and state, personally appeared John E. French, President and C. Warren Green, Jr., Secretary of the corporation named in this document, who are known to me to be the same persons who executed the foregoing Certificate and duly acknowledged the execution of the same this 27th day of October, 1992.

Paulette J. Kattari
Notary Public

My Commission Expires:

January 29, 1994

172-822-9

State of Kansas/Domestic For Profit Form

Certificate of Amendment AP

Name of corporation: Bankline Holding, Inc.

We, John E. French, President or Vice President,

and Charles N. Thompson,

Secretary or Assistant Secretary, of the above named corporation,
a corporation organized and existing under the laws of the State
of Kansas, do hereby certify that at a meeting of the Board of
Directors of the corporation, the board adopted a resolution setting
forth the following amendment to the Articles of Incorporation
and declaring its advisability:

Do not write in this space

"Resolved, that Article IV of the Articles of Incorporation of Bankline Holding, Inc. be amended to increase the authorized shares of common stock of the Company from 1,000,000 shares, par value 1¢ to 2,000,000 shares par value 1¢.

Article IV shall read: The Corporation shall have the authority to issue, 2,000,000 shares of common stock with a par value of 1¢ a share."

We further certify that thereafter, pursuant to the resolution and in accordance with the bylaws of the corporation and the laws of the State of Kansas, the Board of Directors called a meeting of stockholders for consideration of the proposed amendment, and thereafter, pursuant to notice and in accordance with the statutes of the State of Kansas, the stockholders convened and considered the proposed amendment.

We further certify that at the meeting a majority of the stockholders entitled to vote voted in favor of the proposed amendment.

We further certify that the amendment was duly adopted in accordance with the provisions of K.S.A. 17-6602, as amended.

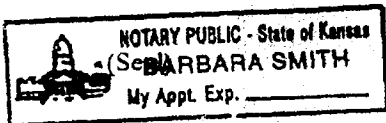
(over)

In Witness Whereof, we have hereunto set our hands and affixed the seal of the corporation
this 27th day of February, 1998

John E. French
President or Vice President
Charles K. Thompson
Secretary or Assistant Secretary

State of Kansas
County of Johnson } SS.

Be it remembered that before me, a Notary Public in and for the aforesaid county and state,
personally appeared John E. French, President or Vice President,
and Charles K. Thompson, Secretary or Assistant
Secretary, of the corporation named in this document, who are known to me to be the same persons
who executed the foregoing certificate and duly acknowledged its execution of the same this
day of February 27, 1998.



Barbara M. Smith
Notary Public

My appointment or commission expires August, 2006

Please submit this document in duplicate,
with \$20 filing fee, to:
Ron Thornburgh
Secretary of State
300 SW 10th
2nd Floor, State Capitol
Topeka, KS 66612-1594
(913) 296-4564

77 822 7

State of Kansas/Domestic For Profit

Form

Certificate of Amendment

AP

Name of corporation: Bankline Holding, Inc.

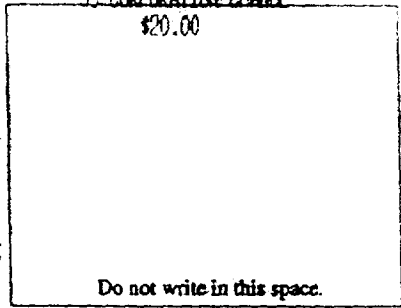
We, John E. French, ~~President~~ Vice President,

1839 01 06-05-1990 08:21:47
53 CORPORATION CHANGE

and Bill Fisher

\$20.00

Secretary or Assistant Secretary, of the above named corporation, a corporation organized and existing under the laws of the State of Kansas, do hereby certify that at a meeting of the Board of Directors of the corporation, the board adopted a resolution setting forth the following amendment to the Articles of Incorporation and declaring its advisability:



Change address of registered office of resident agent to:

15940 College Boulevard
Lenexa, KS 66219

Please see attached amendments changes

RECORDED
INDEXED
JUN 11 1990
11 11 AM '90
STATE OF KANSAS

We further certify that thereafter, pursuant to the resolution and in accordance with the bylaws of the corporation and the laws of the State of Kansas, the Board of Directors called a meeting of stockholders for consideration of the proposed amendment, and thereafter, pursuant to notice and in accordance with the statutes of the State of Kansas, the stockholders convened and considered the proposed amendment.

We further certify that at the meeting a majority of the stockholders entitled to vote voted in favor of the proposed amendment.

We further certify that the amendment was duly adopted in accordance with the provisions of K.S.A. 17-6602, as amended.

**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
BANKLINE HOLDING, INC.**

We, John E. French, Chairman, and Juli Fisher, Secretary, of the above-named corporation, a corporation organized and existing under the laws of the State of Kansas, do hereby certify that pursuant to K.S.A. Section 17-6518, the stockholders of said corporation adopted a resolution setting forth the following amendments to the Articles of Incorporation and declaring their advisability:

ARTICLE IV

The corporation shall have the authority to issue 2,000,000 shares of common stock with a par value of \$0.01.

The corporation shall have the authority to issue up to 1,750,000 shares of Class A Preferred Stock with a par value of \$0.01, the terms of which are as follows:

The holders of Class A Preferred Stock shall be entitled to receive cumulative annual dividends at a rate equal to the prime interest rate in effect from time to time as quoted by the Wall Street Journal, which dividends shall be payable quarterly.

At the option of the Board of Directors at any time after the date of issuance, the Class A Preferred Stock may be redeemed at a price of \$1.00 per share plus accrued but unpaid dividends.

The amount payable with respect to each share of Class A Preferred Stock in the event of involuntary or voluntary liquidation of such shares shall be \$1.00 plus accrued but unpaid dividends.

Shares of Class A Preferred Stock may be converted at the option of the holder at any time after May 15, 1999, upon five (5) days prior written notice to the corporation into a number of shares of common stock of the corporation equal to (a) the liquidation value of the Class A Preferred Stock, plus any accrued but unpaid dividends as of the date of conversion (the "Conversion Date"), divided by (b) the Conversion Price (as hereafter defined). The Conversion Price shall be equal to the greater of (i) \$3.19 per share (subject to adjustment), or (ii) seven (7) times the per Common Share GAAP earnings, such earnings to be computed using the twelve (12) month period ending as of the calendar month end immediately preceding the Conversion Date. The Conversion Price is subject to adjustment in certain events as discussed below. In the event

that the corporation subdivides its outstanding shares of Common Stock into a greater number of shares or declares a dividend payable in common stock between March 3, 1998 and the Conversion Date, the Conversion Price of \$3.19 shall be proportionately increased, and conversely, in case the outstanding shares of common stock of the corporation shall be combined into a smaller number of shares between March 3, 1998 and the Conversion Date, the Conversion Price of \$3.19 shall be proportionately reduced.

The Class A Preferred Stock shall have no voting rights other than those specified in the Articles of Incorporation of the corporation or provided by law.

ARTICLE X

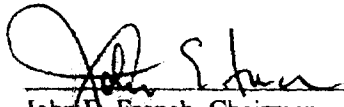
The holder(s) of common stock in the corporation shall have the preemptive right to subscribe to any or all classes or series thereof, or to any securities convertible into such stock; provided, however, that there shall be no preemptive rights with respect to qualified stock options as defined in the Internal Revenue Code covering 80,000 shares of the corporation's common stock, and shares of capital stock issued pursuant to such qualified stock options will not create preemptive rights for the other stockholders of the corporation nor shall the holders of common stock have the preemptive right to subscribe to shares of Class A Preferred Stock or shares of common stock issued in conversion of such shares of Class A Preferred Stock.

We further certify that a majority of the stockholders entitled to vote voted in favor of the proposed amendment.

We further certify that the amendment was duly adopted in accordance with the provisions of K.S.A. Section 17-6602, as amended.

We further certify that the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, we have hereunto set our hands this 13 day of May, 1998.



John E. French, Chairman



Juli Fisher, Secretary

State of Kansas

County of Johnson

Be it remembered that before me, a Notary Public in and for the aforesaid county and state, personally appeared John E. French, Chairman and Juli Fisher, Secretary of the corporation named in this document, who are known to me to be the same persons who executed the foregoing Certificate and duly acknowledged the execution of the same this 15th day of May, 1998.

W. Jean Peterson

Notary Public

My Commission Expires:

W. JEAN PETERSON
Notary Public State of Kansas
My Aopt. Expires 10 Jul 99

174-229

State of Kansas/Domestic For Profit Form

Certificate of Amendment AP

Name of corporation: BANKLINE HOLDING, INC.

We, LEE RAND FLUITT
and DEVENDRANAATH MISIR

President 08-24-1999 09:40:47
1728229
53 CORPORATION CHANGE
\$20.00

Secretary, of the above named corporation,

a corporation organized and existing under the laws of the State of Kansas, do hereby certify that at a meeting of the Board of Directors of the corporation, the board adopted a resolution setting forth the following amendment to the Articles of Incorporation and declaring its advisability:

Do not write in this space.

RESOLVED, That Article I of the Articles of Incorporation of the Corporation be revised in its entirety to read as follows:

The name of the Corporation is SLMsoft.com Inc.

We further certify that thereafter, pursuant to the resolution and in accordance with the bylaws of the corporation and the laws of the State of Kansas, the Board of Directors called a meeting of stockholders for consideration of the proposed amendment, and thereafter, pursuant to notice and in accordance with the statutes of the State of Kansas, the stockholders convened and considered the proposed amendment.

We further certify that at the meeting a majority of the stockholders entitled to vote voted in favor of the proposed amendment.

We further certify that the amendment was duly adopted in accordance with the provisions of K.S.A. 17-6602, as amended.

(over)

172-800 (S)
170-499-9
11-00-01
131-611-5
110-110-1
110-110-1

CERTIFICATE OF OWNERSHIP AND MERGER 01-10-06-1999 08:26:52

of

1726229
53 CORPORATION CHANGE
\$20.00

SLMsoft.com Inc.

**Under Section 17-6703 of the
Kansas General Corporation Code**

Pursuant to the provisions of the Kansas General Corporation Code, the undersigned corporation certifies the following:

1. SLMsoft.com Inc., a Kansas Corporation (the "Corporation"), Bankline, Inc., a Kansas corporation, Bankline MidAmerica, Inc., a Kansas corporation, Bankline New England, Inc., a Kansas corporation, Bankline Texas, Inc., a Kansas corporation, Interdyne Computer Concepts, Inc., a Kansas corporation, and Questpoint Document Processing, Inc., a Delaware corporation, are hereby merged and the Corporation is the surviving corporation.

2. The Board of Directors of the Corporation adopted the following resolutions by unanimous written consent dated ~~July 17~~, 1999:
August

RESOLVED, That the Corporation, as the owner of all of the outstanding shares of the stock of Bankline, Inc., a Kansas corporation, Bankline MidAmerica, Inc., a Kansas corporation, Bankline New England, Inc., a Kansas corporation, Bankline Texas, Inc., a Kansas corporation, Interdyne Computer Concepts, Inc., a Kansas corporation, and Questpoint Document Processing, Inc., a Delaware corporation, (collectively, the "Subsidiaries"), does hereby merge the Subsidiaries into the Corporation pursuant to Section 17-6703 of the Kansas General Corporation Code;

FURTHER RESOLVED, That the issued shares of the Subsidiaries shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as the Corporation is the owner of all outstanding shares of the stock of the Subsidiaries, but each such share which is issued as of the complete effective date of the merger shall be surrendered and extinguished; and

FURTHER RESOLVED, That the appropriate officers of the Corporation are hereby authorized and directed for and on behalf of the Corporation to make, execute, deliver, file and/or record any and all instruments, papers and documents that may be or become necessary, proper or convenient to carry out or put into effect any provisions of the merger, and to take such further action as may be deemed necessary or desirable to put the foregoing resolutions into effect.

199719

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3 The plan of merger was authorized by action of the Board of Directors of the Corporation without any vote of its stockholders pursuant to Section 17-6701(f) of the Kansas General Corporation Code, and that (1) the plan of merger does not amend in any respect the articles of incorporation of the Corporation; (2) each share of stock of the Corporation outstanding immediately prior to the effective date of the merger shall be an identical outstanding or treasury share of the Corporation after the effective date of the merger; and (3) no shares of common stock of the Corporation and no shares, securities or obligations convertible into such stock are to be issued or delivered under the plan of merger

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed in duplicate by the Corporation as of the day and year hereafter acknowledged.

SLMsoft.com Inc.

By: Lee Rand Fluitt
Lee Rand Fluitt, President

ATTEST:

By: Devendranauth Misir
Devendranauth Misir, Secretary

PROVINCE OF ONTARIO
STATE OF MISSOURI)
CANADA) ss.
COUNTY OF JACKSON)

The undersigned, a Notary Public, does hereby certify that on the 20th day of July, 1999, personally appeared before me, Lee Rand Fluitt, who being by me first duly sworn, declared that he is the person who signed the foregoing document as President, and that the statements contained therein are true.

[Signature]
Notary Public

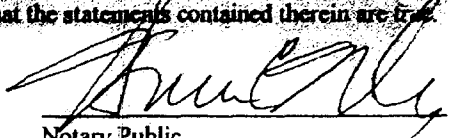
My Commission Expires:
is for life

392719

1 7 1 9 9 1 8 5 2 9

PROVINCE OF ONTARIO
STATE OF MISSOURI)
CANADA) ss.
COUNTY OF JACKSON)

The undersigned, a Notary Public, does hereby certify that on the 19th day of August, 1999, personally appeared before me, Devendranath Misir, who being by me first duly sworn, declared that he is the person who signed the foregoing document as Secretary, and that the statements contained therein are true.



Notary Public

My Commission Expires:
15 for Life

392719