

03-23-2001

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TRADEMARKS ONLY

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To the Honorable Comm... 101645281 and Trademarks:

Please record the attached original document or copy thereof.



1. Name of Party(ies) conveying an interest
NBS CARD SERVICES, INC.

Entity:

Individual(s) Association

General Partnership Limited Partnership

Corporation-State New Jersey

Other _____

Additional name(s) of conveying party(ies) attached:
3-12-01 yes no

2. Name and Address of Party(ies) receiving an interest:

Name: QUALTEO, INC.

Internal Address: _____

Street Address: 800 Montrose Road

City: South Plainfield

State/Zip: New Jersey 07080-1037

Entity:

Individual(s) Association

General Partnership Limited Partnership

Corporation-State New Jersey

Other _____

Citizenship _____

3. Description of the interest conveyed:

Assignment Change of Name Other

Security Agreement Merger

Date of execution of attached document January 19, 2001

If not domiciled in the United States, a domestic representative designation is attached:

yes no

(The attached document must not be an assignment)

Additional name(s) and addresses attached: yes no

4. Application number(s) or registration number(s) Additional sheet attached? yes no

A. Trademark Application No.(s)
75/700,808

B. Trademark Registration No.(s)
See Addendum 1.b.

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

Name: Ronald J. Shore

Address: Antonelli, Terry, Stout & Kraus, LLP
1300 North Seventeenth Street
Suite 1800

City: Arlington

State/Zip: VA 22209

6. Number of applications and registrations involved: 7

7. The \$ _____ filing fee is enclosed.

8. Please charge the \$ 190 filing fee to Deposit Account No. _____ Credit Card Payment Form (duplicate copy of this page attached)

9. Please charge any deficiencies in fees or credit any overpayment to Deposit Account No. 01-2135

DO NOT USE THIS SPACE

190E

10. 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.

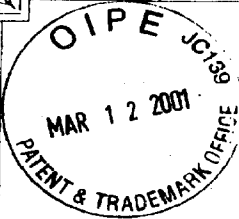
Ronald J. Shore March 12, 2001

Name of Person Signing Signature Date

Total number of pages comprising coversheet: 2

ADDENDUM

- 1. b. 2,068,900
- 2,068,901
- 2,088,921
- 2,120,318
- 2,329,624
- 2,430,820



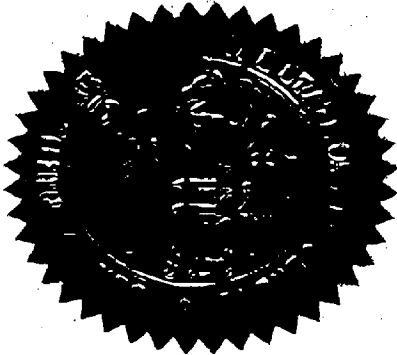
STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
NAME RESERVATION

QUALTEQ, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above mentioned business
name has been reserved through April 11th, 2001.
This action has been completed in accordance with New
Jersey's laws governing name availability and name
reservation/registration.*

This name has been reserved for:

*C T Corporation System
820 Bear Tavern Road
West Trenton, NJ 08628*



*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
13th day of December, 2000*

*Roland M Machold
Treasurer*

*Note: Legal authority for this reservation/registration is based upon
the business type involved. (Title 14A -- for-profit domestic and
foreign corporations. Title 15A -- non-profit domestic and foreign
corporations. Title 42:2A -- foreign and domestic limited partnerships.
Title 42:2b -- limited liability companies).*

**CERTIFICATE OF AMENDMENT OF
 CERTIFICATE OF INCORPORATION
 OF
 NBS CARD SERVICES, INC.**

It is hereby certified that:

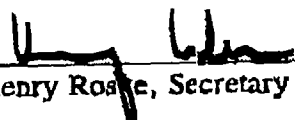
1. The name of the corporation (hereinafter called the "Corporation") is
 NBS CARD SERVICES, INC.

2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article First thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of the corporation is
 QUALTEQ, INC."

3. The Amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on January 19, 2001.



 Henry Rosoff, Secretary



www.incspot.com

CSC-Wilmington
Suite 400
2711 Centerville Road
Wilmington, DE 19808
800-927-9800
302-636-5454 (Fax)

Matter# 11866-105 Order# 984245-10 OrderDate 01/30/2001

Entity Name:	NBSCARD SERVICES, INC.
Jurisdiction:	Delaware-Secretary of State
Request for:	Amendment/Correction/Restated/Designation Filing
File#:	2241852
Filedate:	01/30/2001
Result:	Amendment Filed & Approved

Ordered by SHANNON FRANK, LEGAL ASSISTANT at ALSTON & BIRD LLP

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at www.incspot.com.

If you have any questions concerning this order or IncSpot, please feel free to contact us.

Helly Himelreich
hhimelrc@cacinfo.com

My responsibility for verification of the file and determination of the information thereon is for the filer's use only; we accept no liability for errors or omissions.