

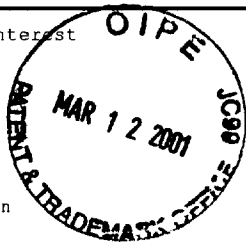


TRADEMARKS ONLY

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To the Honorable Comm. 101645280 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: 800 Montrose Road
 Street Address: South Plainfield
 City: New Jersey 07080-1037
 State/Zip: _____

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) _____

B. Trademark Registration No.(s) 2,418,771

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: 1

7. The \$ _____ filing fee is enclosed.

8. Please charge the \$ 40 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 40E

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
 (Reg. 28,577) Total number of pages comprising coversheet: 1

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
NAME RESERVATION

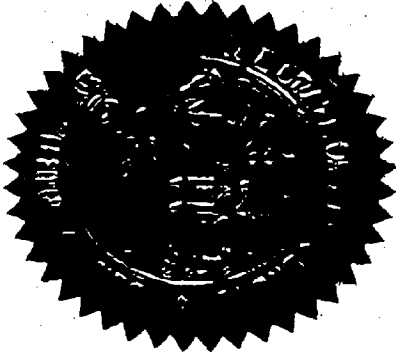
QUALTEQ, INC.

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

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 Rosje, Secretary



www.incopot.com

CSC-Wilmington
Suite400
2711CentervilleRoad
Wilmington,DE19808
800-927-9800
302-636-5454(Fax)

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

EntityName: NBSCARDSERVICES,INC.
Jurisdiction: Delaware-SecretaryofState
Requestfor: Amendment/Correction/Restated/DesignationFiling
File#: 2241852
Filedare: 01/30/2001
Result: AmendmentFiled&Approved

OrderedbySHANNONFRANK,LEGALASSISTANTatALSTON&BIRDLFP

ThankyouforusingCSC.Forreal-time24houraccesstothestatusofanyorderplacedwithCSC,accessourwebsiteat
www.incopot.com.

IfyouhaveanyquestionsconcerningthisorderorIncSpot,pleasefeel freetocontactus.

KellyHimmelreich
khmelrc@cacinfo.com

Responsibilityforverificationofthefileanddeterminationoftheinformationthereinlieswiththefilingofficer;weacceptno liabilityforerrorsoromissions.