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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
LML Payment Systems Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Canada
 Other: _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: LML Payment Systems Corp.
Internal Address: _____
Street Address: 1330 River Bend Drive, Suite 600
City: Dallas State: TX ZIP: 75247

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State: Delaware
 Other

05-09-2001
U.S. Patent & TMO/TM Mail Rpt Dt. #58

If assignee is not domiciled in the United States, a domestic representation designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 27, 2001, April 1, 2001

4. Application number(s) or patent number(s):
A. Trademark Application No.(s): 76/043,291
76/043,294
76/043,292

B. Trademark registration No.(s):

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jon L. Roberts, Esq.
Internal Address: _____

| | | | |
|------------|--------|----------|----------|
| 05/21/2001 | GT0411 | 00000129 | 76043291 |
| 01 | FC:4A1 | | 40.00 DP |
| 02 | FC:4B2 | | 50.00 DP |

Street Address: Roberts, Abokhair & Mardula
11800 Sunrise Valley Drive, Suite 1000
City: Reston State: VA ZIP: 20191

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):..... \$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
18-1579

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

DO NOT USE THIS SPACE

9. 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.

James P. Magner, Esq. [Signature] Date: May 8, 2001
Nam of Person Signing Signature

Total number of pages including cover sheet: 6

SCHEDULE A

ASSIGNMENT OF TRADEMARKS

This Assignment is made as of the 27th day of March, 2001.

Whereas, LML PAYMENT SYSTEMS INC., a Yukon, Canada corporation, having its principal offices at 1680-1140 West Pender Street, Vancouver, British Columbia V6E 4G1 Canada, is the owner of and has adopted the following trademarks (the "Trademarks"):

| <u>U.S. Trademark</u> | <u>Serial No.</u> | <u>Date of First Use</u> |
|---------------------------------|-------------------|--------------------------|
| LML PAYMENT SYSTEMS & Design | 76/043,291 | April 30, 2000 |
| Design | 76/043,294 | April 30, 2000 |
| LML PAYMENT SYSTEMS | 76/043,292 | April 30, 2000 |

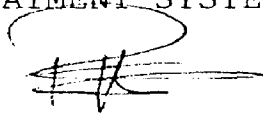
| <u>Canadian Trademark</u> | <u>Application No.</u> | <u>Date of First Use</u> |
|---------------------------------|------------------------|--------------------------|
| LML PAYMENT SYSTEMS & Design | 1062941 | Proposed Use |
| Cube Design | 1062942 | Proposed Use |
| LML PAYMENT SYSTEMS | 1062943 | Proposed Use |

Whereas, CHEQUEMARK INC., a Delaware corporation, having its principal offices at 600 - 1330 River Bend Drive, Dallas, Texas 75247 United States, is desirous of acquiring the Trademarks,

Now, Therefore, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, LML PAYMENT SYSTEMS INC. hereby assigns to CHEQUEMARK INC. all right, title and interest in the United States, Canada, and the World in and to the Trademarks and all applications therefor and registrations thereof, together with the goodwill of the business symbolized by the Trademarks.

In witness whereof LML PAYMENT SYSTEMS INC. has executed and delivered this Assignment.

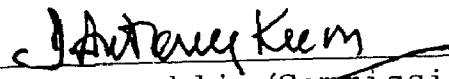
LML PAYMENT SYSTEMS INC.

By 
Patrick H. Gaines
President & CEO

Province of British Columbia)
)
)

NOTARIAL CERTIFICATE

I hereby certify that on this ___ day of April, 2001 before me personally appeared PATRICK H. GAINES, to me known to be the President & CEO of LML PAYMENT SYSTEMS INC., the corporation that executed the foregoing instrument, who acknowledged such instrument to be the free and voluntary act and deed of such corporation for the uses and purposes therein mentioned, and who on oath stated that he was duly authorized to execute such instrument.


Notary Public/Commissioner for Taking
Oaths in the Province of British Columbia

CERTIFICATE OF MERGER
OF CHEQUEMARK INC.

The undersigned, ChequeMARK Inc., a Delaware corporation ("Surviving Corporation"), and CFDC Holdings Corp., a Texas corporation ("CFDC"), CF Data Corp., a Texas corporation ("CF Data"), Check Technologies, Inc., a Texas corporation ("Check Tech"), Phoenix EPS, Inc., an Arizona corporation ("Phoenix"), National Recovery System, Ltd. of America, a Kansas corporation ("NRS") and National Process Servers, Inc., a Kansas corporation ("NRS") (collectively, the "Merging Corporations"), pursuant to Section 252 of the Delaware General Corporation Law ("DGCL") hereby certify as follows:

1. The name and state of incorporation of each of the constituent corporations are:

| <u>Name</u> | <u>State of Incorporation</u> |
|--|-------------------------------|
| ChequeMARK Inc. | Delaware |
| CFDC Holdings Corp. | Texas |
| CF Data Corp. | Texas |
| Check Technologies, Inc | Texas |
| Phoenix EPS, Inc. | Arizona |
| National Recovery Systems, Ltd. of America | Kansas |
| National Process Servers, Inc. | Kansas |

2. An Agreement and Plan of Merger ("Plan of Merger") for the merger of CFDC, CF Data, Check Tech, Phoenix, NRS and NPS with and into Surviving Corporation ("Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the laws under which each corporation was formed. The sole shareholder of each of the Surviving Corporation and the Merging Corporations has approved the Plan of Merger by written consent.

3. The surviving corporation of the Merger is ChequeMARK Inc., a Delaware corporation.

4. The Certificate of Incorporation of Surviving Corporation shall be amended to change the name of Surviving Corporation, so that the first article of the Certificate of Incorporation shall read as set forth below. The Certificate of Incorporation of Surviving Corporation, as so amended, shall continue in full force and effect until amended or changed in the manner required by the DGCL.

"FIRST: The name of the corporation is LML Payment Systems Corp."

5. The executed Plan of Merger is on file at the principal place of business of Surviving Corporation at 1330 River Bend Drive, Suite 600, Dallas, Texas 75247.

6. A copy of the Plan of Merger will be furnished by Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation to the Merger.

7. The authorized capital stock of each non-surviving corporation which is not a corporation of this state is as follows:

| <u>Name of Corporation</u> | <u>State of Incorporation</u> | <u>Authorized Capital Stock</u> |
|---|-------------------------------|--|
| CFDC Holdings Corp. | Texas | 1,000,000 Common, par value \$.01 per share |
| CF Data Corp. | Texas | 1,500 Common, par value \$.01 per share |
| Check Technologies, Inc. | Texas | 1,000 Common, par value \$100 per share |
| Phoenix EPS, Inc. | Arizona | 10,000 Common, par value \$1.00 per share |
| National Recovery Systems, Ltd. of America | Kansas | 500,000 Common, no par value per share |
| National Process Servers, Inc. | Kansas | 10,000 Common, no par value per share |

8. Pursuant to Section 103(d) of the DGCL, the Merger shall become effective at 12:01 a.m. (Eastern Standard time) on April 1, 2001 ("Effective Date").

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Merger to be signed this 28th day of March, 2001, to be effective as of the Effective Date.

CHEQUEMARK INC., a Delaware corporation

By: /s/ Patrick H. Gaines
Patrick H. Gaines, CEO/President

CFDC HOLDINGS CORP., a Texas corporation

By: /s/ Patrick H. Gaines
Patrick H. Gaines, CEO/President

CF DATA CORP., a Texas corporation

By: /s/ Patrick H. Gaines
Patrick H. Gaines, CEO

CHECK TECHNOLOGIES, INC., a Texas corporation

By: /s/ Patrick H. Gaines
Patrick H. Gaines, CEO/President

PHOENIX EPS, INC., an Arizona corporation

By: /s/ Patrick H. Gaines
Patrick H. Gaines, CEO

NATIONAL RECOVERY SYSTEMS, LTD. OF AMERICA, a Kansas corporation

By: /s/ Lawrence Oeding
Lawrence Oeding, President

NATIONAL PROCESS SERVERS, INC., a Kansas corporation

By: /s/ Lawrence Oeding
Lawrence Oeding, President