

05-22-2001

RECOR

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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):

2. Name and address of receiving party(ies):

Check Technologies Inc.

Name: LML Payment Systems Corp.

05-09-2001

Internal Address:

U.S. Patent & TMO/TM Mail Rpt Dt. #59

Street Address: 1330 River Bend Drive, Suite 600

Individual(s)

General Partnership

Corporation-State: Texas

Other: _____

Association

Limited Partnership

City: Dallas State: TX ZIP: 75247

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State: Delaware

Other

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

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other _____

Execution Date: April 1, 2001

4. Application number(s) or patent number(s):

B. Trademark registration No.(s): 2,046,863

A. Trademark Application 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: _____

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):..... \$ 40.00

Enclosed

Authorized to be charged to deposit account

05/21/2001 6TON11 00000129 2046863

01 FD:481 40.00 OP

Street Address: Roberts, Abokhair & Mardula

11800 Sunrise Valley Drive, Suite 1000

City: Reston State: VA ZIP: 20191

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.
Name of Person Signing

Signature

Date: May 8, 2001

Total number of pages including cover sheet: 4

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").

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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