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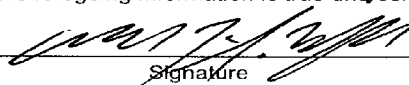
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying Party(ies): Dimac Marketing Corporation 6.7.01</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other</p> <p>Additional Name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: <u>April 27, 2001</u></p>	<p>2. Name and address of receiving Party(ies) Name: Dimac Marketing Partners, Inc.</p> <p>Internal Address: <u>Chesterfield, Missouri</u></p> <p>Street Address: <u>15450 South Outer 40 Road</u></p> <p>City: <u>Chesterfield</u> State: <u>MO</u> ZIP: <u>63017</u></p> <p><input type="checkbox"/> Individual(s) Citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No's <u>1,647,801</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Charles T.J. Weigell</u> Internal Address: <u>Bryan Cave LLP</u> <u>245 Park Avenue</u> <u>New York, NY 10167</u> Street Address: <u>245 Park Avenue</u> City: <u>New York</u> State: <u>NY</u> ZIP: <u>10167</u></p>	<p>6. Total Number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41):.....\$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit Account number: <u>02-4467 - To be charged in the event of any deficiency in the fee presented herewith</u></p> <p>(Attach) duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE		
<p>9. State and signature <i>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.</i></p>		
<p>Charles T.J. Weigell Name of Person Signing</p>	 Signature	<p>June <u>5</u>, 2001 Date</p>
<p>Total number of pages including this cover sheet and any attachments: 10</p>		

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/27/2001
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**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
DIMAC MARKETING CORPORATION**

DIMAC MARKETING CORPORATION (the "Corporation"), a corporation duly incorporated by the filing of its original Certificate of Incorporation (the "Original Certificate of Incorporation") with the Secretary of State of the State of Delaware on June 16, 1987, as heretofore amended, desiring to amend and restate said Original Certificate of Incorporation, as heretofore amended, and such amended and restated Certificate of Incorporation having been duly adopted in accordance with Sections 245 and 303 of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), hereby certifies as follows:

1. The name of the Corporation is DIMAC Marketing Corporation. Pursuant to this Amended and Restated Certificate of Incorporation, the Corporation hereby changes its name to DIMAC Marketing Partners, Inc. The name under which the Corporation was originally incorporated was DM Holding, Inc. The Original Certificate of Incorporation was amended by that certain Certificate of Amendment of Certificate of Incorporation filed on January 26, 1989 and by that certain Certificate of Amendment of Certificate of Incorporation filed on February 20, 1990 and by that certain Certificate of Amendment of Certificate of Incorporation filed on May 17, 1996.
2. This Amended and Restated Certificate of Incorporation amends and restates the Original Certificate of Incorporation, as amended to date, and has been duly adopted in accordance with Sections 242, 245 and 303 of the DGCL, pursuant to the authority granted to the Corporation under Section 303 of the DGCL to put into effect and carry out the Debtors' Second Amended Joint Plan of Reorganization under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") for the Corporation, et al. (the "Plan"), as confirmed on December 19, 2000 by order (the "Order") of the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). Provision for the making of this Amended and Restated Certificate of Incorporation is contained in the Order of the Bankruptcy Court having jurisdiction under the Bankruptcy Code for the reorganization of the Corporation.
3. The text of the Certificate of Incorporation is hereby restated to read as herein set forth in full:

ARTICLE I

The name of the Corporation is "DIMAC Marketing Partners, Inc." (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware 19808. The name of the registered agent of the Corporation at such address is Corporation Service Company.

ARTICLE III

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware.

ARTICLE IV

A. The total number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares, all of which shares shall be Common Stock having a par value of \$0.001 per share (the "Common Stock").

B. Notwithstanding any other provision contained herein to the contrary, the Corporation shall not issue nonvoting equity securities. This prohibition on issuance of nonvoting equity securities is included in this Amended and Restated Certificate of Incorporation in compliance with Section 1123 of the Bankruptcy Code, and shall have no force and effect except to the extent and so long as such Section is applicable to the Corporation.

ARTICLE V

A. In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized and empowered:

(i) to adopt, amend or repeal the By-Laws of the Corporation, *provided, however*, that the By-Laws may also be altered, amended or repealed by the affirmative vote of the holders of at least a majority of the voting power of the then outstanding capital stock of the Corporation; and

(ii) from time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to inspection

of stockholders; and, except as so determined, or as expressly provided in this Amended and Restated Certificate of Incorporation, no stockholder shall have any right to inspect any account, book or document of the Corporation other than such rights as may be conferred by applicable law.

B. The Corporation may in its By-Laws confer powers upon the Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law. Notwithstanding anything contained in this Amended and Restated Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least a majority of the voting power of the then outstanding capital stock of the Corporation, shall be required to amend, repeal or adopt any provision inconsistent with subparagraph (i) of paragraph (A) of this Article V.

ARTICLE VI

Any action required or permitted to be taken by the stockholders of the Corporation may be effected by any consent in writing in lieu of a meeting of such stockholders.

ARTICLE VII

A. The number of directors of the Corporation shall be fixed by the By-Laws of the Corporation and may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws.

B. Unless and except to the extent that the By-Laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

C. Unless the Board of Directors otherwise determines or the By-Laws otherwise provide, vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, and newly created directorships resulting from any increase in the authorized number of directors, may be filled only by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, and directors so chosen shall hold office until the next annual meeting of stockholders and until such director's successor shall have been duly elected and qualified. No decrease in the number of authorized directors constituting the entire Board of Directors shall shorten the term of any incumbent director.

D. Any director may be removed from office at any time, with or without cause, by the affirmative vote of the holders of at least a majority of the voting power of the then outstanding capital stock of the Corporation.

E. Notwithstanding anything contained in this Amended and Restated Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least

a majority of the voting power of the then outstanding capital stock of the Corporation, shall be required to amend or repeal, or adopt any provision inconsistent with, this Article VII.

ARTICLE VIII

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any matter in respect of which such director shall be liable under Section 174 of Title 8 of the General Corporation Law of the State of Delaware or any amendment thereto or successor provision thereto, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing hereunder in respect of any act or omission occurring prior to such repeal or modification.

ARTICLE IX

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to, or testifies in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the fullest extent permitted by law, and the Corporation may adopt By-Laws or enter into agreements with any such person for the purpose of providing for such indemnification.

ARTICLE X

Except as may be expressly provided in this Amended and Restated Certificate of Incorporation, the Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Amended and Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article X, provided, however, that any amendment or repeal of Article VIII or Article IX of this Amended and Restated Certificate of Incorporation shall not adversely affect any

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right or protection existing hereunder in respect of any act or omission occurring prior to
such amendment or repeal

IN WITNESS WHEREOF, DIMAC Marketing Corporation has caused
this Amended and Restated Certificate of Incorporation to be executed by John D. Well,
attested by its Secretary, this 27th day of April, 2001.

DIMAC MARKETING CORPORATION

By: _____


Name: John D. Well

Title: Senior Vice President and Chief
Financial Officer