

11-14-2001



101896037

Tab settings -- --

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

1. Name of conveying party(ies): **GLCPS, INC.**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (MN) 11-14-61
 Other _____

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

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

Name: GELCO PAYMENT SYSTEMS, INC.
Internal Address: _____
Street Address: 10700 Prairie Lakes Drive
City: Eden Prairie State: MN ZIP: 55344

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Minnesota
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation 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: December 7, 1988

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

A. Trademark Application No.(s) _____

Additional numbers attached? Yes No

B. Trademark Registration No.(s) **1,565,002 ; 651,556 ; 628,265**

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

Name: Robyn Greenberg, Esq.
Internal Address: Simpson Thacher & Bartlett

Street Address: 425 Lexington Avenue

City: New York State: New York ZIP: 10017

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: _____
(Attached 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.

Robyn Greenberg, Esq. [Signature] 11/9/01
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 3

11/15/2001 6TOM11 00000024 1565002
01 FC:481
02 FC:482

40.00 OP
50.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002395 FRAME: 0419

6B-121

1475

ARTICLES OF AMENDMENT
OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GLCPS, INC.

I, the undersigned, J. Daniel Morrissey, the President of GLCPS, Inc., a Minnesota corporation, do hereby certify that the following resolutions as hereinafter set forth were adopted pursuant to Section 302A.441 of the Minnesota Business Corporation Act, signed effective December 7, 1988, by written authorization of all of the shareholders entitled to vote on such resolutions:

RESOLVED, that Article I of this Corporation's Amended and Restated Articles of Incorporation be and hereby is amended to read in its entirety as follows:

"ARTICLE I

Inc."

The name of this Corporation is Gelco Payment Systems, *K*

FURTHER RESOLVED, that the President and Chief Executive Officer, or any Vice President, of this Corporation be and hereby is authorized and directed to execute and acknowledge Articles of Amendment embracing the foregoing resolution and to cause such Articles of Amendment to be filed in the manner required by the laws of the State of Minnesota.

3 IN WITNESS WHEREOF, I have subscribed my name this day of January, 1989.

J. Daniel Morrissey
J. Daniel Morrissey, President

252239

4874T

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JAN 6 1989 *K*

James Andrew Stone
Secretary of State

SCHEDULE A

TITLE	REGISTRATION NO./ APPLICATION NO.
RAPIDRAFT	1,565,002
TRAVELLETER	651,556
TRAVELORDER	628,265