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To the Honorable Commissioner of Patents and Tra

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or copy thereof.

1. Name of conveying party(ies):

Guard Insurance Group, Inc.

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

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 12, 2000

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

Name: Guard Financial Group, Inc.

Address: 16 South River Street
Wilkes-Barre, Pennsylvania 18703

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

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

A. Trademark Application No.(s)

78/064,171 - WESTGUARD

B. Trademark registration No.(s)

1,392,796 - EXCELLENCE IN INSURANCE; 1,392,605 - AMGUARD INSURANCE COMPANY; 1,559,254 - NORGUARD INSURANCE COMPANY; 1,614,207 - GUARD INSURANCE GROUP & Design; 1,674,513 - MISCELLANEOUS DESIGN; 1,737,061 - EXCELLENCE IN INSURANCE; 1,995,504 - EASTGUARD INSURANCE COMPANY; 2,250,453 - YOUR BUSINESS IS OUR BUSINESS; 2,356,046 - IF YOU HAVE THE DRIVE, WE HAVE THE VEHICLE; 2,276,901 - DIRECT DRAFT PROGRAM; 2,382,386 - COOPERATIVE CARE PROGRAM; 2,328,688 - GUARD COOPERATIVE CARE

Additional numbers attached? Yes No

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

Jeffrey H. Kaufman
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.
Attorneys at Law
Fourth Floor
1755 Jefferson Davis Highway
Arlington, Virginia 22202

OSMMN Ref: 210565US-10714-33

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41): . . . \$ 340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-2014
(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.

Jeffrey H. Kaufman
Name of Person Signing

Jeffrey H. Kaufman
Signature

November 8, 2001
Date

Total number of pages including cover sheet, attachments, and document: 3

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

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Box Assignments
Washington, D.C. 20231

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

TRADEMARK
REEL: 002395 FRAME: 0481

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GUARD INSURANCE GROUP, INC.", CHANGING ITS NAME FROM "GUARD INSURANCE GROUP, INC." TO "GUARD FINANCIAL GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1390920

DATE: 10-15-01

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TRADEMARK
REEL: 002395 FRAME: 0482

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF GUARD INSURANCE GROUP, INC.**

GUARD INSURANCE GROUP, INC. (formerly named The Guard Network, Inc., and prior thereto named AmGuard Enterprises, Inc.), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That, at a meeting of the Board of Directors of Guard Insurance Group, Inc., a resolution was duly adopted setting forth the proposed Amendment of the Certificate of Incorporation of said Corporation, declaring said Amendment to be advisable and calling a meeting of the Stockholders of said Corporation for consideration thereof. The resolution setting forth the proposed Amendment is as follows:

RESOLVED, That the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "1" so that it, as amended, shall be and read as follows: "The name of the Corporation is Guard Financial Group, Inc."

SECOND: That thereafter, pursuant to a Resolution of its Board of Directors, an annual meeting of the Stockholders of the said Corporation was held on May 5, 2000, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting said Amendment was proposed and approved.

THIRD: That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said Corporation shall not be reduced under or by reason under or by reason of said Amendment.


IN WITNESS WHEREOF, said Guard Insurance Group, Inc. has caused this Certificate to be signed by Y. Judd Shoal, its Chief Executive Officer, and Marshall I. Kornblatt, its Secretary, this 12th day of May, 2000.

THE GUARD INSURANCE GROUP, INC.

BY:


Y. Judd Shoal, Chief Executive Officer

ATTEST:


Marshall I. Kornblatt, Secretary