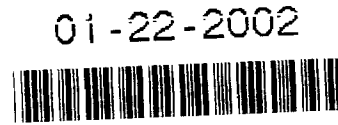


**Sutherland
Asbill &
Brennan LLP**
ATTORNEYS AT LAW

RE



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Ave., NW
004-2415
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tax 202.637.3593
www.sablaw.com

D/S



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ELISABETH A. LANGWORTHY
DIRECT LINE: (202) 383-0198
Internet: llangworthy@sablaw.com

November 1, 2001

ORIGINAL

VIA MESSENGER

BOX ASSIGNMENTS, CG-4
Assignment Division
U.S. Patent and Trademark Office
1213 Jefferson Davis Highway, Suite 320
Arlington, Virginia 22202



Re: CashTax Inc.
Change of Name
Our File No. 34250.0374

Dear Sir or Madame:

11/01/01

This letter includes all information as required by Trademark Manual of Examining Procedure § 503.05(d) for cover sheet requirements under 37 C.F.R. § 3.31 for recordation of trademarks. Please record the enclosed "Certificate of Conversion from a Corporation to a Limited Partnership", "Certificate of Limited Partnership" and "Certificate of Amendment to Certificate of Limited Partnership" as set forth in paragraph 4 below:

1. Name of conveying party: CashTax Inc., a Delaware corporation.
2. Name and address of receiving party: govONE Solutions, LP, a Delaware limited partnership, 12500 Mt. Belford Ave., M14-R, Englewood, CO 80112.
3. Nature of conveyance: "Certificate of Conversion from a Corporation to a Limited Partnership" and "Certificate of Limited Partnership", both executed on November 9, 2000, and "Certificate of Amendment to Certificate of Limited Partnership", executed on March 16, 2001, are attached.
4. Please record this Change of Name as set forth in attached Certificate of Amendment to Certificate of Limited Partnership against the marks listed on Schedule A, attached hereto.
5. Name and address of party to whom correspondence concerning document should be mailed:

11/05/2001 DBYRNE 00000063 2228198

01 FC:481
02 FC:482

40.00 OP
50.00 OP

WO 59607.1

Atlanta Austin New York Tallahassee Washington, DC


TRADEMARK
REEL: 002427 FRAME: 0742

Elisabeth A. Langworthy, Esquire
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2415

6. Total number of trademark registrations against which to record the Change of Name: three (3).
7. Total fee enclosed: \$ 90.00
8. If the enclosed payment is insufficient, please draw the deficiency from our Deposit Account No. 19-5029. A duplicate copy of this letter is enclosed for charging purposes.
9. Total number of pages to be recorded: 9 .
10. To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy of the document is a true copy of the document.

Respectfully submitted,

SUTHERLAND ASBILL & BRENNAN LLP

By: 
Elisabeth A. Langworthy

Enclosures

SCHEDULE A

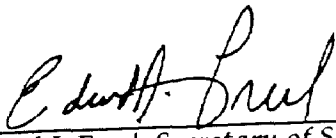
Registered Trademarks of CashTax Inc.

<u>Mark</u>	<u>Registration No.</u>
CASHTAX PC	2,228,198
ETAX	2,159,918
TTAXplus	2,269,650



I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CASHTAX INC." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "CASHTAX INC." TO "CASHTAX, LP", FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.





Edward J. Freel, Secretary of State

2497919 8100V

001565160

AUTHENTICATION: 0784670

DATE: 11-09-00

TRADEMARK
REEL: 002427 FRAME: 0745



**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED PARTNERSHIP
PURSUANT TO SECTION
266 OF THE DELAWARE GENERAL
CORPORATION LAW.**


1.) The name of the corporation immediately prior to filing this Certificate is
CashTax Inc.

2.) The date the Certificate of Incorporation was filed on is
April 11, 1995

3.) The original name of the corporation as set forth in the Certificate of
Incorporation is CashTax Inc.

4.) The name of the limited partnership as set forth in the formation is
CashTax, LP

5.) The conversion has been approved in accordance with the provisions of
Section 266.

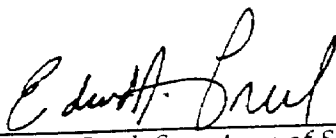
By: 
Authorized Officer
Name: Joseph C. Mullin
Print or Type Signature

State of Delaware
Office of the Secretary of State

PAGE 2

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "CASHTAX, LP" FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.





Edward J. Freel, Secretary of State

2497919 8100V

001565160

AUTHENTICATION: 0784670

DATE: 11-09-00

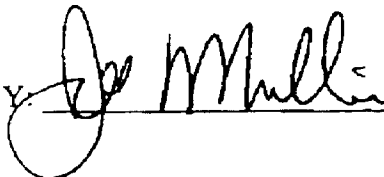
TRADEMARK

REEL: 002427 FRAME: 0747

STATE of DELAWARE
CERTIFICATE of LIMITED PARTNERSHIP

- The Undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, do hereby certify as follows:
- First: The name of the limited partnership is CashTax, LP
- Second: The name and address of the Registered Agent is Corporation Service Company
2711 Centerville Road Suite 400 Wilmington DE 19808
- Third: The name and mailing address of each general partner is as follows:
CashTax, LLC 11718 Nicholas Street Omaha, Nebraska 68154
- In Witness Whereof, the undersigned has executed this Certificate of Limited Partnership of CashTax, LP as of November 9, 2000

CASHTAX, LLC (General Partner)

BY: 

NAME: Joseph C. Mullin
(Type or Print)
Authorized Person

State of Delaware
Office of the Secretary of State

PAGE 1

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 "CASHTAX, LP", CHANGING ITS NAME FROM "CASHTAX, LP" TO "GOVONE SOLUTIONS, LP", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MARCH, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1030604

DATE: 03-19-01

2497919 8100

010133679

TRADEMARK
REEL: 002427 FRAME: 0749



CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CASHTAX, LP

It is hereby certified that:

FIRST: The name of the limited partnership (hereinafter called the "partnership") is CashTax, LP.

SECOND: Pursuant to provisions of Section 17-202, Title 6, Delaware Code, the Certificate of Limited Partnership is amended by striking out Article First thereof and by substituting in lieu of said Article the following new Article First:

"FIRST: The name of the limited partnership is govONE Solutions, LP."

The undersigned, a general partner of the partnership, executed this Certificate of Amendment on March 16, 2001.

CashTax, LLC, General Partner