

05-06-2002

LAW OFFICES



SALTER & MICHAELSON

PATENTS, TRADEMARKS & COPYRIGHTS

THE HERITAGE BUILDING

321 SOUTH MAIN STREET

PROVIDENCE, RHODE ISLAND 02903-7128

TELEPHONE: (401) 421-3141

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102078608

ELLIOT A. SALTER
JODI-ANN McLANE
ROBERT S. SALTER*
MICHELE J. YOUNG*
*ADMITTED IN MA ONLY

Trademark Assignment
Transmittal Form

March 29, 2002

Commissioner of Patents and Trademarks
Washington DC 20231

Attention: Assignment Branch 4-24-02

1. Name and address of conveying party(ies):

Daly & Wolcott, Inc. (Delaware corp.)
One Financial Plaza
Providence, Rhode Island 02903

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

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

Daly.Commerce, Inc. (Delaware corp.)
One Financial Plaza
Providence RI 02903

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

Assignee is not domiciled in the United States,
and a domestic representative designation is
attached. (Designation must be a separate
document from Assignment.)

05/03/2002 LHMELLER 00000149 190120 1931578

01 FC:481 40.00 CH
02 FC:482 25.00 CH

3. Nature of conveyance:

Assignment
 Security Agreement
 Merger
 Change of Name
 Other:

Execution date : January 14, 1999

4. Registration or application number(s):

A. Trademark Registration No.(s):

1,931,578 A+ APPLICATIONS PLUS
2,150,154 A+ 400

B. Trademark Application No.(s):

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

SALTER & MICHAELSON
321 South Main Street
Providence RI 02903-7128

Tele: 401/421-3141
Fax : 401/861-1953

6. Total number of registration(s) and application(s) involved:

Total number: 2

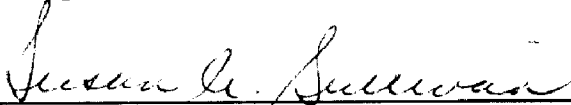
7. Total fee (37 CFR 3.41) in the amount of \$ 65.00

is enclosed

PTO is authorized to charge to Deposit Account No. 19-0120 (duplicate attached)

x PTO is authorized to charge any uncalculated fees or credit any overpayment to Deposit Account No. 19-0120 (duplicate attached)

8. 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.



Elliot A. Salter, Reg. No. 17,486

Dated: March 29, 2002

Total number of pages: 5

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 "DALY & WOLCOTT, INC.", CHANGING ITS NAME FROM "DALY & WOLCOTT, INC." TO "DALY.COMMERCE, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 1999, AT 9:45 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1168445

DATE: 06-04-01

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010253937

TRADEMARK
REEL: 002498 FRAME: 0369

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

Daly & Wolcott, 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 Daly & Wolcott, Inc. resolutions were duly adopted setting forth a 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 ' "FIRST" so that, as amended, said Article shall be and read as follows: The name of the corporation (hereinafter called the "Corporation") is daly.commerce, inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

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 of said amendment.

IN WITNESS WHEREOF, said Assistant Secretary
has caused this certificate to be signed by
Thomas J. Dillon, an Authorized Officer,

this 14th day of January, 1999.

By: 
Authorized Officer

Name: Thomas J. Dillon
Print or Type

Title: Assistant Secretary/Vice President Legal Services