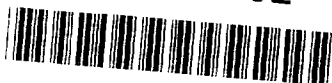


06-05-2002

(Rev. 6-93)

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

Patent and Trademark Office



To the Honorable Commission...

102111704

... original documents or copy thereof.

1. Name of conveying party(ies):

PAYMENTECH, LLC

... and address of receiving party(ies)

Name: PAYMENTECH MERCHANT SERVICES, LLC

Internal Address: Suite 900

Street Address: 1601 Elm Street

City: Dallas State: Texas ZIP: 75201

- Individual(s), Association, General Partnership, Limited Partnership

- Corporation-State, Other Delaware limited liability company

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

3. Nature of conveyance:

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

Execution Date: December 20, 2001

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

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

A. Trademark Application No.(s) 76/329,306; 76/329,176; 76/329,175; 76/351,955

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: John M. Cone

Internal Address: Akin Gump Strauss Hauer & Feld, LLP

Street Address: P.O. Box 688

City: Dallas State: Texas ZIP: 75313-0688

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$115.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(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.

John M. Cone Name of Person Signing

Signature

May 17, 2002 Date

05/04/2002 LMUELLER 00000171 76329306 Total number of pages including cover sheet, attachments, and document: 4

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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

Delaware

PAGE 1

The First State

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 MERGER, WHICH MERGES:

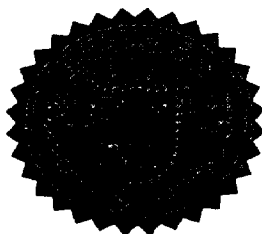
"PAYMENTECH, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"PAYMENTECH NETWORK SERVICES, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"PAYMENTECH NEW HAMPSHIRE, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "PAYMENTECH MERCHANT SERVICES, LLC" UNDER THE NAME OF "PAYMENTECH MERCHANT SERVICES, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2001, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 11:56 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1521754

DATE: 12-21-01

3072074 8100M

010659871

TRADEMARK
REEL: 002518 FRAME: 0097

CERTIFICATE OF MERGER
Pursuant to Section 18-209 of the
Delaware Limited Liability Company Act

MERGER OF
PAYMENTECH NEW HAMPSHIRE, LLC,
PAYMENTECH, LLC
AND
PAYMENTECH NETWORK SERVICES, LLC
INTO
PAYMENTECH MERCHANT SERVICES, LLC

FIRST: The name and jurisdiction of formation or organization, respectively, of each of the domestic limited liability companies which is to merge are as follows:

| <u>Name</u> | <u>Jurisdiction of Formation or Organization</u> |
|-----------------------------------|--|
| Paymentech New Hampshire, LLC | Delaware |
| Paymentech, LLC | Delaware |
| Paymentech Network Services, LLC | Delaware |
| Paymentech Merchant Services, LLC | Delaware |

SECOND: An Agreement of Merger has been approved and executed by each of the domestic limited liability companies which is to merge.

THIRD: The name of the surviving domestic limited liability company is Paymentech Merchant Services, LLC.

FOURTH: The executed Agreement of Merger is on file at the principal place of business of Paymentech Merchant Services, LLC at 1601 Elm Street, 9th Floor, Dallas, Texas 75202.

FIFTH: A copy of the Agreement of Merger will be furnished by Paymentech Merchant Services, LLC, on request and without cost, to any member of any domestic limited liability company which is to merge.

SIXTH: The merger shall be effective at 11:56 p.m., Eastern Standard Time, on December 31, 2001.

IN WITNESS WHEREOF, Paymentech Merchant Services, LLC has caused this certificate to be signed by Roger C. Hart, its General Counsel, this 20th day of December, 2001.

PAYMENTECH MERCHANT SERVICES, LLC

By: *Roger C. Hart*
Name: Roger C. Hart
Title: General Counsel