

06-05-2002

(Rev. 6-93)

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



102111705

To the Honorable Commi

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):
PAYMENTECH MERCHANT SERVICES, LLC

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

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

6-3-02

2. Name and address of receiving party(ies)

Name: PAYMENTECH, L.P.

Internal Address: Suite 900

Street Address: 1601 Elm Street

City: Dallas State: Texas ZIP: 75201

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Delaware
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 20, 2001

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

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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  May 17, 2002
 Name of Person Signing Signature Date

06/04/2002 LMUELLER 00000170 76329306 Total number of pages including cover sheet, attachments, and document: 6

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

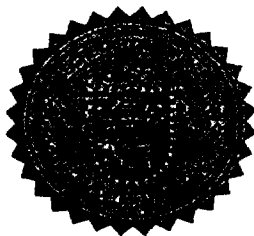
Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "PAYMENTECH MERCHANT SERVICES, LLC" TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "PAYMENTECH MERCHANT SERVICES, LLC" TO "PAYMENTECH, L.P.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2001, AT 3:01 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1523515

DATE: 12-21-01

3072074 8100V

010659908

TRADEMARK
REEL: 002518 FRAME: 0101

**CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY
TO A LIMITED PARTNERSHIP**

This Certificate of Conversion, dated as of December 20, 2001, is being duly executed and filed by Roger C. Hart, as an authorized person on behalf of PTI General Partner, LLC., the General Partner of Paymentech, L.P.

FIRST. The jurisdiction where the Limited Liability Company first formed is Delaware.

SECOND. The date the Limited Liability Company first formed is July 20, 1999.


THIRD. The name of the Limited Liability Company immediately prior to filing this Certificate is Paymentech Merchant Services, LLC.

FOURTH. The name of the Limited Partnership as set forth in the Certificate of Limited Partnership is Paymentech, L.P.

FIFTH. The conversion of Paymentech Merchant Services, LLC to a limited partnership, Paymentech, L.P., shall be effective at 11:59 p.m. Eastern Standard Time on December 31, 2001.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first above written.

PTI GENERAL PARTNER, LLC, General Partner

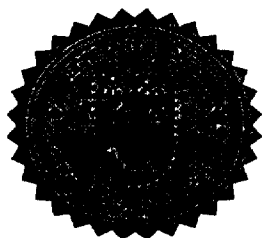
By: 
Name: Roger C. Hart
Title: General Counsel

Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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 "PAYMENTECH, L.P." FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2001, AT 3:01 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3072074 8100V

010659908

AUTHENTICATION: 1523515

DATE: 12-21-01

TRADEMARK

REEL: 002518 FRAME: 0103

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PAYMENTECH, L.P.**

This Certificate of Limited Partnership of Paymentech, L.P. (the "L.P."), dated as of December 20, 2001, is being duly executed and filed by Roger C. Hart, as an authorized person on behalf of PTI General Partner, LLC, a Delaware limited liability company, to form a limited partnership under the Delaware Revised Uniform Limited Partnership Act (6 Del. C. § 17-101 et seq.) (the "Act").

FIRST. The name of the limited partnership so formed is Paymentech, L.P.

SECOND. The address of the registered office of the L.P. in the State of Delaware is Capitol Services, Inc., 615 South Dupont Highway, in the City of Dover, County of Kent, Zip Code 19901. The name of its registered agent at such address is Capitol Services, Inc.

THIRD. The name and mailing address of each general partner is as follows:

PTI General Partner, LLC
1601 Elm Street, 9th Floor
Dallas, Texas 75201

FOURTH. The L.P. shall be formed as of 11:59 p.m., Eastern Standard Time, on December 31, 2001.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the date first above written.

PTI GENERAL PARTNER, LLC, General Partner

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

CONSENT

Paymentech, Inc. hereby consents to the use of the name "Paymentech" in connection with the formation of Paymentech, L.P., including, without limitation, in connection with the filing, by PTI General Partner, LLC with the Secretary of State of the State of Delaware, of a Certificate of Limited Partnership of Paymentech, L.P. and a Certificate of Conversion from a Limited Liability Company to a Limited Partnership.

Paymentech, Inc.

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

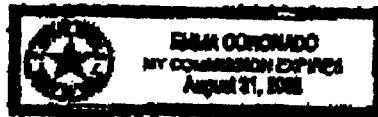
Before me, the undersigned Notary Public, personally appeared Roger C. Hart, as General Counsel of Paymentech, Inc, a Delaware corporation, known to me to be the person whose name is subscribed to the foregoing Consent and acknowledged to me that the facts stated in the foregoing Consent are true and that he executed the same for the purposes therein expressed and on behalf of said corporation.

Sworn to and subscribed before me this 20th day of December, 2001.

Emma Coronado
Notary Public, State of Texas

My Commission Expires:

Aug. 31, 2002



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PAVMENTECH

12/21/01 PM 14:58 FAX 814 849 2087