

07-09-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RI 102148629 TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): NOVUS Services, Inc. 7-3-02
Individual(s) Association
General Partnership Limited Partnership
Corporation-State-Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Discover Financial Services, Inc.
Internal Address:
Street Address: 2500 Lake Cook Road
City: Chicago State: IL Zip: 60065
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State-Delaware
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: 01/22/1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1,708,675
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Thomas D. Rosenwein
Internal Address: Peterson & Ross Suite 7300
Street Address: 200 E. Randolph Drive
City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41) \$ 40.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.
Thomas D. Rosewein
Name of Person Signing
Signature
Date 07/03/02

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

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

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State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 "NOVUS SERVICES, INC.", CHANGING ITS NAME FROM "NOVUS SERVICES, INC." TO "DISCOVER FINANCIAL SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 1999, AT 11:40 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF FEBRUARY, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 9536526

DATE: 01-22-99

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FROM :

1999.01-22

11:28

#925 P.02/02

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
NOVUS SERVICES, INC.**

NOVUS Services, Inc., a Delaware corporation (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the amendment of the Corporation's Certificate of Incorporation set forth in the following resolution was approved by the Board of Directors of the Corporation;

RESOLVED, that the Certificate of Incorporation of NSI be amended by changing the first Article thereof so that, as amended, said Article shall read as follows:

"FIRST: The name of this corporation is Discover Financial Services, Inc."

SECOND: That, in lieu of a meeting and vote of stockholders, the sole stockholder of said Corporation has given his written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 212, 228 and 242 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Corporation's Certificate of Incorporation shall become effective on February 1, 1999.

IN WITNESS WHEREOF, said Corporation, NOVUS Services, Inc., has caused this certificate to be signed by Hugh M. Hayden, Vice President, and attested by Larry A. Mallinger, Assistant Secretary, this 22nd day of JANUARY, 1999.

Attest:

NOVUS Services, Inc.

By: Larry A. Mallinger

By: [Signature]

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:40 AM 01/22/1999
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