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(Rev. 03/01)
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OVER SHEET



07-22-2002

U.S. Patent & TMO/TM Mail Rcpt Dt. #26

To the Honorable Commi

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cord the attached original documents

1. Name of conveying party(ies): Guardian Savings Bank 07-22-02 <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other: Federal Savings Association Additional names(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Name: Encore Bank Street Address: 1220 Augusta Drive City: Houston State TX Zip 77057 <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other: Federal Savings Association			
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: August 1, 2001		If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No			
4. Application Number(s) or Registration Number(s) <table style="width:100%"> <tr> <td style="width:50%"> A. Trademark Application No. (s) <u>78/075,690; 78/079,267</u> </td> <td style="width:50%"> B. Trademark Registration No.(s) 1,332,531 </td> </tr> </table> Additional number(s) attached <input type="checkbox"/> Yes <input type="checkbox"/> No				A. Trademark Application No. (s) <u>78/075,690; 78/079,267</u>	B. Trademark Registration No.(s) 1,332,531
A. Trademark Application No. (s) <u>78/075,690; 78/079,267</u>	B. Trademark Registration No.(s) 1,332,531				
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Mark A. Tidwell Bracewell & Patterson, L.L.P. Street Address: 711 Louisiana, Suite 2900 City: Houston State: TX Zip 77002		6. Total number of applications and registration involved: 3 7. Total fee (37 CFR 3.41) \$90.00 <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account (additional fees) 8. Deposit account number: 50-0259 _____ (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. Charges to deposit account are authorized, as indicated herein.					
Mark A. Tidwell Name of Person Signing: _____		 Signature _____ Date 7/19/02			
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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01 FC:481 40.00 OP
02 FC:482 50.00 OP

**TRADEMARK
REEL: 2552 FRAME: 0742**

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**GUARDIAN SAVINGS BANK
ARTICLES OF AMENDMENT
TO THE
FEDERAL STOCK CHARTER**

Pursuant to § 552.4 of the Office of Thrift Supervision Rules and Regulations, the undersigned federal association chartered under Section 5 of the Home Owner's Loan Act adopts the following Articles of Amendment to its Federal Stock Charter:

ARTICLE ONE

The current corporate title of the association is GUARDIAN SAVINGS BANK.

ARTICLE TWO

The following amendment to the Federal Stock Charter was adopted by the sole stockholder of the association on the date hereof:

Section 1. Corporate Title was amended to read in its entirety as follows:

"Section 1. Corporate Title. The full corporate title of the association is ENCORE BANK."

ARTICLE THREE

The number of shares of capital stock of the association at the time of such adoption was 2,500; and the number of shares entitled to vote thereon was 2,500.

ARTICLE FOUR

The sole stockholder of the association, owning all of the shares of capital stock outstanding and entitled to vote on said amendment, has signed a consent in writing adopting said amendment.

IN WITNESS WHEREOF, EXECUTED this 1st day of August, 2001.

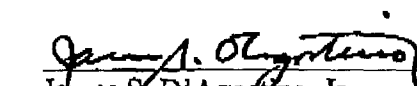
ENCORE BANK

Attest:



Rhonda Carroll
Corporate Secretary
Encore Bank

By:



James S. D'Agostino, Jr.
President
Encore Bank

Declared effective as of September 1, 2001.



Certificate of Charter

This is to certify that in accordance with the provisions of Section 5 of the Home Owner's Loan Act, a charter was issued to

ENCORE BANK

with its home office at

Houston, Texas



Attest:

Nelson H. Washington
Corporate Secretary

Office of Thrift Supervision
Department of the Treasury

By *Ellen Seidman*
Director

Washington, D.C. Effective Date: September 1, 2001