

09-19-2002



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

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

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

1. Name of conveying party(ies):

Heartland Card Services, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Missouri Limited Liability Company
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: October 22, 1998

2. Name and address of receiving party(ies)

Name: Heartland Payment Systems, LLC

Internal

Address: _____

Street Address: 212 South Central Avenue
Suite 301
City: St. Louis State: Missouri Zip: 63105

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State

Other Missouri Limited Liability Company

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

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

A. Trademark Application No.(s)
75/374,633

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Lile H. Deinard

Internal Address: _____

Street Address: 250 Park Avenue

City: New York State: NY Zip: 10177

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41).....\$ 40.00

- 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.

Lile H. Deinard

Name of Person Signing

Lile H. Deinard
Signature

9-4-02
Date

Total number of pages including cover sheet, attachments, and document: 4

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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40.00 DP

TRADEMARK
REEL: 002584 FRAME: 0455

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

LIMITED LIABILITY COMPANY
AMENDED ARTICLES OF ORGANIZATION

WHEREAS,

HEARTLAND PAYMENT SYSTEMS, L.L.C.

FORMERLY,

HEARTLAND CARD SERVICES, L.L.C.

FILED ITS AMENDED ARTICLES OF ORGANIZATION IN DUPLICATE WITH THIS OFFICE AND WHEREAS THAT FILING WAS FOUND TO CONFORM TO THE MISSOURI LIMITED LIABILITY COMPANY ACT;

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF MISSOURI, BY VIRTUE OF AUTHORITY VESTED IN ME BY LAW DO HEREBY CERTIFY AND DECLARE THAT THE ABOVE ENTITY'S ARTICLES OF ORGANIZATION ARE AMENDED.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 18TH DAY OF DECEMBER, 1998.

Rebecca McDowell Cook
Secretary of State



\$25.00



State of Missouri
Rebecca McDowell Cook, Secretary of State

Corporation Division

Amendment of Articles of Organization

(Submit in duplicate with filing fee of \$25)

FILED

DEC 18 1998

1. The name of the limited liability company is:

HEARTLAND CARD SERVICES, L.L.C

2. The effective date of this document is the date it is filed by the Secretary of State or the date indicated, as follows:

Rebecca McDowell Cook
SECRETARY OF STATE

(Date may not be more than 90 days after the filing date in this office)

3. State date of occurrence that required this amendment: October 22, 1998

Month/Day/Year

4. (Check as applicable) This amendment is required to be filed because:

- management of the limited liability company is vested in one or more managers where management had not been so previously vested.
- management of the limited liability company is no longer vested in one or more managers where management was previously so vested.
- a change in the name of the limited liability company.
- a change in the time set for in the articles of organization for the limited liability company to dissolve.

The articles of organization are hereby amended as follows:

The new name of the limited liability company shall read:

"HEARTLAND PAYMENT SYSTEMS, L.L.C."

5. This amendment is (check either or both):

- authorized under the operating agreement
- required to be filed under the provisions of RSMo Chapter 347

In affirmation thereof, the facts stated above are true:

Fredrick G. ... Authorized signature
 _____ Authorized signature
 _____ Authorized signature