

09-20-2002



REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

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

102228013

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

1. Name of conveying party(ies):

Heartland Payment Systems, 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

09-1802

2. Name and address of receiving party(ies)

Name: Heartland Payment Systems, Inc.

Internal

Address:

Street Address: 9495 E. San Salvador
Suite 200
City: Scottsdale State: Arizona Zip: 85258

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

Execution Date: January 1, 2001

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: 1

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

9-5-02
Date

Total number of pages including cover sheet, attachments, and document: 5

OFFICE OF PUBLIC RECORDS
2002 SEP 18 AM 7:35
FINANCE SECTION

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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 MERGER, WHICH MERGES:

"HEARTLAND PAYMENT SYSTEMS LLC", A MISSOURI LIMITED LIABILITY COMPANY,

WITH AND INTO "HEARTLAND PAYMENT SYSTEMS, INC." UNDER THE NAME OF "HEARTLAND PAYMENT SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

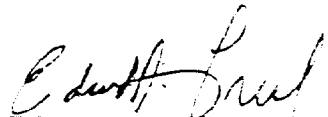
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2001, AT 12:01 O'CLOCK A.M.

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: 0887256

DATE: 01-02-01

TRADEMARK
REEL: 002586 FRAME: 0043

**CERTIFICATE OF MERGER
OF
HEARTLAND PAYMENT SYSTEMS LLC
(a Missouri limited liability company)**

WITH AND INTO

**HEARTLAND PAYMENT SYSTEMS, INC.
(a Delaware corporation)
(the Surviving Corporation)**

Pursuant to the provisions of Section 264 of the General Corporation Law of the State of Delaware, Heartland Payment Systems, Inc., a Delaware corporation, hereby certifies as set forth below:

FIRST: The name and state of incorporation or organization of each of the constituent entities to the merger are Heartland Payment Systems, Inc., a Delaware corporation (the "Surviving Corporation") and Heartland Payment Systems LLC, a Missouri limited liability company (the "Merged Company").

SECOND: The laws of the State under which the Merged Company is organized permits such merger.

THIRD: The name of the surviving corporation is Heartland Payment Systems, Inc. and it is to be governed by the laws of the State of Delaware.

FOURTH: An agreement and plan of merger between the constituent entities (the "Agreement of Merger") has been approved, adopted, certified, executed and acknowledged by each of the Surviving Corporation and the Merged Company in accordance with the provisions of Section 264(e) of the General Corporation Law of the State of Delaware.

FIFTH: The Certificate of Incorporation of the Surviving Corporation shall continue to be its Certificate of Incorporation.

SIXTH: The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation, which is 130 Nassau Street, Princeton, New Jersey.

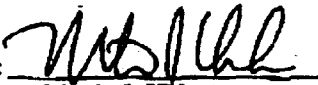
SEVENTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder or member of either constituent entity.

EIGHTH: The merger shall become effective at 12:01 a.m. (Delaware time) on January 1, 2001, in accordance with Section 264 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Merger has been executed, acknowledged and attested on the dates set forth below.

HEARTLAND PAYMENT SYSTEMS, INC.
(a Delaware corporation)

Dated: 12-29-00

By: 
Name: Martin J. Uhle
Its: President

HEARTLAND PAYMENT SYSTEMS LLC
(a Missouri limited liability company)

By: HEARTLAND PAYMENT SYSTEMS, INC.
Its: Sole Member

Dated: 12-29-00

By: 
Name: Martin J. Uhle
Its: President