

10-08-2002

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

RECOI TR



102244395

DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 10-2-02 Paypoint Electronic Payment Systems, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State - Delaware [] Other Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies) Name: Paypoint Electronic Payment Systems, LLC Internal Address: Street Address: 2711 Centerville Rd., Suite 400 City: Wilmington State: DE Zip: 19808 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other Delaware Limited Liability Company If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [x] Other Certificate of Conversion Execution Date: August 21, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1352089 1352090 1352091 1353261 Additional number(s) attached [x] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Elisabeth A. Langworthy, Esq. Internal Address: Sutherland Asbill & Brennan LLP Street Address: 1275 Pennsylvania Avenue, NW City: Washington State: DC Zip: 20004

6. Total number of applications and registrations involved: 18 7. Total fee (37 CFR 3.41): \$ 465.00 [x] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: 19-5029 (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. Elisabeth A. Langworthy Name of Person Signing [Signature] Signature October 2, 2002 Date Total number of pages including cover sheet, attachments, and document: 6

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

10/07/2002 AMHE1 00000104 1352089

01 FC:481 02 FC:482

40.00 OP 425.00 OP

TRADEMARK REEL: 002594 FRAME: 0241

Recordation Cover Sheet – page 2
Additional Registration No.(s)

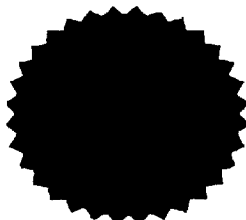
	Registration No.
PAYPOINT NETWORK	1434205
PAYPOINT CASHIER	1435907
PAYPOINT	1435915
PAYPOINT EASY CASH CENTER	1506351
Paypoint Triangles Design (in Color)	1634978
PAYPOINT (Stylized)	1641519
PAYPOINT ELECTRONIC PAYMENT SYSTEMS	1760257
WE KNOW RETAIL	2243803
PAYPRO	2451360
PAYPOINTEPS.COM	2469961
YOUR TOTAL PAYMENT SOLUTION	2476278
PAYPOINT	2058152
PAYPOINT ELECTRONIC PAYMENT SYSTEMS (and Design)	2082100
Paypoint Triangles Design	2118274

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 CORPORATION UNDER THE NAME OF "PAYPOINT ELECTRONIC PAYMENT SYSTEMS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PAYPOINT ELECTRONIC PAYMENT SYSTEMS, INC." TO "PAYPOINT ELECTRONIC PAYMENT SYSTEMS, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2424593 8100V

AUTHENTICATION: 1946544

020528587

DATE: 08-21-02

TRADEMARK
REEL: 002594 FRAME: 0243

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/21/2002
020528587 - 2424593

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION
266 OF THE DELAWARE GENERAL
CORPORATION LAW.**

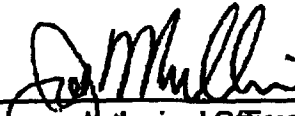
1.) The name of the corporation immediately prior to filing this Certificate is PayPoint Electronic Payment Systems, Inc.

2.) The date the Certificate of Incorporation was filed on is August 15, 1994

3.) The original name of the corporation as set forth in the Certificate of Incorporation is PayPoint Electronic Payment Systems, Inc.

4.) The name of the limited liability company as set forth in the formation is PayPoint Electronic Payment Systems, LLC

5.) The conversion has been approved in accordance with the provisions of Section 266.

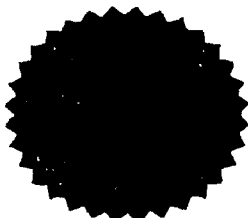
By: 
Authorized Officer
Name: Joseph C. Mullin
Print or Type Signature

Delaware

PAGE 2

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 FORMATION OF "PAYPOINT ELECTRONIC PAYMENT SYSTEMS, LLC" FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2424593 8100V

020528587

AUTHENTICATION: 1946544

DATE: 08-21-02

TRADEMARK
REEL: 002594 FRAME: 0245

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/21/2002
020528587 - 2424593

**STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION**

- **First:** The name of the limited liability company is PayPoint Electronic
Payment Systems, LLC
- **Second:** The address of its registered office in the State of Delaware is 2711
Centerville Road Suite 400 in the City of Wilmington, DE 19808.
The name of its Registered agent at such address is _____
Corporation Service Company
- **Third:** (Use this paragraph only if the company is to have a specific effective date of dissolution.) "The latest date on which the limited liability company is to dissolve is _____."
- **Fourth:** (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation of
PayPoint Electronic this 20th day of August, 2002.
Payment Systems, LLC

BY: 
Authorized Person(s)

NAME: Joseph C. Mullin
Type or Print



THE FACE OF THIS DOCUMENT HAS A COLORED BACKGROUND ON WHITE PAPER

**Sutherland
Asbill &
Brennan LLP**
OPERATING ACCOUNT
202.583.0100
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415

FIRST UNION NATIONAL BANK
64-115/611 24710

33289

33289

10/02/02

PAY TO THE
ORDER OF

\$ 465.00*****

FOUR HUNDRED SIXTY-FIVE AND 00/100

DOLLARS

US PATENT & TRADEMARK OFFICE
2900 CRYSTAL DRIVE
ARLINGTON, VA 22202-3513

VOID AFTER 90 DAYS

Janet J. Ruckelshaus
AUTHORIZED SIGNATURE

SECURITY FEATURES INCLUDED. DETAILS ON BACK.

⑈033289⑈ ⑆061101155⑆ 2080000627647⑈

SUTHERLAND ASBILL & BRENNAN LLP

33289

PATENT

US PATENT AND TRADEMARK OFFICE

10/02/02

DATE	INV. #	REF. #	G/L #	G/L DEPT	INVOICE DESCRIPTION	AMOUNT PAID
10-02-02	FILING FEE	396994	12000000	2000		465.00
TOTAL						\$465.00



ELISABETH A. LANGWORTHY
DIRECT LINE: 202.383.0198
Internet: llangworthy@sablaw.com

October 2, 2002

VIA MESSENGER

U.S. Patent and Trademark Office
Assignment Division
BOX ASSIGNMENTS
Crystal Gateway-4
1213 Jefferson Davis Highway
Suite 320
Arlington, Virginia 22202

Re: Request for recordal of Certification of Conversion from
Paypoint Electronic Payment Systems, Inc. to Paypoint Electronic Payment Systems, LLC
(Our Ref. 34250-0620-025-0001)

Dear Sir or Madam:

Enclosed for recordation is a copy of a Certificate of Conversion filed with the Secretary of State of Delaware evidencing the change of name from Paypoint Electronic Payment Systems, Inc. to Paypoint Electronic Payment Systems, LLC. Please update the records of the U.S. Patent and Trademark Office to reflect Paypoint Electronic Payment Systems, LLC as the new owner of the following marks:

Mark	Registration No.
PAYPOINT (and Triangles Design)	1352089
PAYPOINT ELECTRONIC CASHIER	1352090
ELECTRONIC PAYPOINT	1352091
Paypoint Triangles Design	1353261
PAYPOINT NETWORK	1434205
PAYPOINT CASHIER	1435907
PAYPOINT	1435915
PAYPOINT EASY CASH CENTER	1506351
Paypoint Triangles Design (in Color)	1634978
PAYPOINT (Stylized)	1641519
PAYPOINT ELECTRONIC PAYMENT SYSTEMS	1760257
WE KNOW RETAIL	2243803
PAYPRO	2451360
PAYPOINTEPS.COM	2469961
YOUR TOTAL PAYMENT SOLUTION	2476278
PAYPOINT	2058152
PAYPOINT ELECTRONIC PAYMENT SYSTEMS (and Design)	2082100
Paypoint Triangles Design	2118274

WO 139114.1

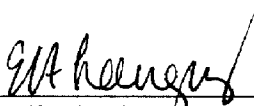
October 2, 2002

Page 2

In accordance with PTO rules, we enclose a Recordation Cover Sheet and our check in the amount of \$465.00 to cover the fees for recordation. If the enclosed payment is insufficient, please debit the deficiency from our Deposit Account No. 19-5029.

Thank you for your assistance with this matter. We look forward to receiving the official notice of recordation in due course.

Respectfully submitted,
SUTHERLAND, ASBILL & BRENNAN LLP

By: 

Elisabeth A. Langworthy

Enclosures

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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):

Paypoint Electronic Payment Systems, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State - Delaware
- Other _____

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

3. Nature of conveyance:

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

Execution Date: August 21, 2002

2. Name and address of receiving party(ies)

Name: Paypoint Electronic Payment Systems, LLC

Internal

Address: _____

Street Address: 2711 Centerville Rd., Suite 400

City: Wilmington State: DE Zip: 19808

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

Other Delaware 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)

B. Trademark Registration No.(s) 1352089
1352090
1352091
1353261

Additional number(s) attached Yes No

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

Name: Elisabeth A. Langworthy, Esq.

Internal Address: Sutherland Asbill & Brennan LLP

Street Address: 1275 Pennsylvania Avenue, NW

City: Washington State: DC Zip: 20004

6. Total number of applications and registrations involved:

18

7. Total fee (37 CFR 3.41).....\$ 465.00

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- Authorized to be charged to deposit account

8. Deposit account number:

19-5029

(Attach duplicate copy of this page if paying by deposit account)

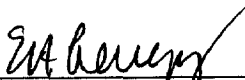
DO NOT USE THIS SPACE

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.

Elisabeth A. Langworthy

Name of Person Signing



Signature

October 2, 2002

Date

6

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

Recordation Cover Sheet – page 2
Additional Registration No.(s)

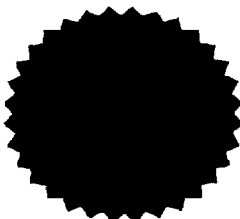
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2424593 8100V

AUTHENTICATION: 1946544

020528587

DATE: 08-21-02

TRADEMARK
REEL: 002594 FRAME: 0252

STATE OF DELAWARE
SECRETARY OF STATE
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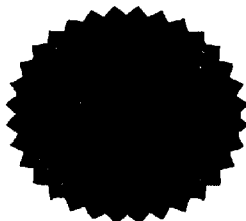
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Harriet Smith Windsor, Secretary of State

2424593 8100V

020528587

AUTHENTICATION: 1946544

DATE: 08-21-02

TRADEMARK

REEL: 002594 FRAME: 0254

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/21/2002
020528587 - 2424593

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Payment Systems, LLC

BY: 
Authorized Person(s)

NAME: Joseph C. Mullin
Type or Print

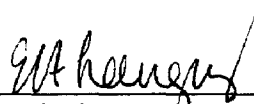
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By: 

Elisabeth A. Langworthy

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