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11-01-2002

FEET



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To the Honorable Commissioner of 102268590

..... attached original documents or copy thereof.

1. Name of conveying party(ies): 10-3-02
Electronic Submission Publishing Systems, Inc.

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

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

2. Name and address of receiving party(ies):
ESPS, INC.
 Suite 125
 1300 Virginia Drive
 Fort Washington, Pennsylvania 19034

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

If assignee is not domiciled in the United States, a domestic representative designator 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: March 30, 1999

4. Application number(s) or patent number(s) listed below

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,118,213 2,048,675 2,050,317

Additional numbers attached? Yes No

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

Name: GLENN A. GUNDERSEN
 DECHERT
 4000 BELL ATLANTIC TOWER
 1717 ARCH STREET
 PHILADELPHIA, PA. 19103-2793
 TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$90.00

Enclosed
 Authorized to be charged to deposit account
 (Including any underpayment)

8. Deposit account number: 04-0475

(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.

Glenn A. Gundersen
Name of Person Signing

Signature

September 30, 2002
Date

Total number of pages including cover sheet, attachments, and document: [3]

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

TRADEMARK
REEL: 002608 FRAME: 0739

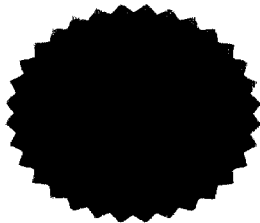
11/01/2002 LINDLER 00000012 040475 2118213
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50.00 CH
01 FC:6521
02 FC:6522

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 " ELECTRONIC SUBMISSION PUBLISHING SYSTEMS, INC.", CHANGING ITS NAME FROM " ELECTRONIC SUBMISSION PUBLISHING SYSTEMS, INC." TO "ESPS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 1999, AT 4 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2394953 8100

020602723

AUTHENTICATION: 2007273

DATE: 09-27-02

TRADEMARK
REEL: 002608 FRAME: 0740

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ELECTRONIC SUBMISSION PUBLISHING SYSTEMS, INC.**

Pursuant to Section 242 of the Delaware General Corporation Law

Electronic Submission Publishing Systems, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Company"), hereby certifies as follows:

FIRST: Article I of the Amended and Restated Certificate of Incorporation of the Company is hereby deleted and replaced in its entirety by the following:

"NAME

The name of the corporation is ESPS, Inc."

SECOND: The first paragraph of Article IV of the Amended and Restated Certificate of Incorporation of the Company is hereby deleted and replaced in its entirety by the following:

The Company is authorized to issue two classes of shares to be designated respectively, "Series A Preferred Stock" and "Common Stock." The total number of shares of Series A Preferred Stock authorized is 6,000,000, having a par value of \$0.001 per share. The total number of shares of Common Stock authorized is 50,000,000, having a par value of \$0.001 per share."

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be executed on this 30th day of March, 1999.

ELECTRONIC SUBMISSION PUBLISHING SYSTEMS, INC.

By: 

Name: LEONARD W. VON VITAL

Title: CFO