

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. 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): Aquila, Inc.

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

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

- Nature of conveyance: Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: March 1, 2002

2. Name and address of receiving party(ies):

Name: Aquila Merchant Services, Inc. Internal Address: Street Address: 1100 Walnut, Suite 3300 City: Kansas City State: MO Zip: 64106

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,009,421

Additional number(s) attached Yes No

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

Name: Wade Kerrigan

Internal Address: Blackwell Sanders Peper Martin LLP

Street Address: 2300 Main, Suite 1000

City: Kansas City State: MO Zip: 64108

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

If insufficient, please debit Deposit Account Number

8. Deposit account number: 11-0160

(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.

Wade Kerrigan Name of Person Signing

Signature

4/22/03 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

03-01-2002 08:16am From-

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:02 AM 03/01/2002  
020139275 - 2257975

**CERTIFICATE OF AMENDMENT OF THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
AQUILA, INC.**

Aquila, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

**RESOLVED,** that the Amended and Restated Certificate of Incorporation of Aquila, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

**FIRST:** The name of the corporation is Aquila Merchant Services, Inc. (the "Corporation").

**SECOND:** That in lieu of a meeting and vote the Sole Stockholder, the Sole Stockholder has given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** Edward K. Mills, President of Aquila, Inc. has caused this certificate to be signed this 18th day of February 2002.

**AQUILA, INC.**

By



Edward K. Mills, President

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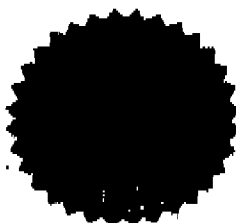
# Delaware

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*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 "AQUILA, INC.", CHANGING ITS NAME FROM "AQUILA, INC." TO "AQUILA MERCHANT SERVICES, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2002, AT 10:02 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2257975 8100

AUTHENTICATION: 1640172

020139275

DATE: 03-01-02

RECORDED: 04/22/2003

TRADEMARK  
REEL: 002637 FRAME: 0234