

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

4-10-03 RECC TI



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U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

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):

First Data Investor Services Group, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: **December 2, 1999**

2. Name and address of receiving party(ies)

Name: **PFPC Inc.**

Internal Address: _____

Street Address: **4400 Computer Drive**

City: **Westborough** State: **MA** Zip: **01581**

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

OFFICE OF PAPER RECORDS
2003 APR 10 AM 10:43
FINANCE SECTION

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

A. Trademark Application No.(s)

75/358,970
REDEFINING DISTRIBUTION

B. Trademark Registration No.(s)

2,268,309 BROKERCONNECT

Additional number(s) attached Yes No

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

Name: Michael D. Lazzara, Esquire

Internal Address: Kirkpatrick & Lockhart LLP

Henry W. Oliver Building

Street Address: 535 Smithfield Street

City: Pittsburgh State: PA Zip: 15222

6. Total number of applications and registrations involved:..... 8

7. Total fee (37 CFR 3.41)..... **\$ 215.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1110

(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.

Michael D. Lazzara
Name of Person Signing

Michael D. Lazzara
Signature

April 10, 2003
Date

04/14/2003 DBYRNE 00000133 75358970 Total number of pages including cover sheet, attachments, and document: 16

01 FC:8521 40.00 DP
02 FC:8522 175.00 DP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

Continuation of Item 4.

4. Application number(s) or registration number(s): A. Trademark Application No.(s)	B. Trademark Registration No.(s)	
	2,281,314	DAZL
	1,991,135	DCXCHANGE
	1,884,343	IMPRESS
	2,296,543	IMPRESSNET
	2,256,806	IMPRESSPLUS
	2,081,483	WYSTAR

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re : First Data Investor Services Group, Inc.

For Registration Number: 2,268,309; 2,281,314; 1,991,135; 1,884,343; 2,296,543; 2,256,806; 2,081,483

For Application Number 75/358,970

For Marks: BROKERCONNECT, DAZL, DCXCHANGE, IMPRESS, IMPRESSNET, IMPRESSPLUS, WYSTAR, and REDEFINING DISTRIBUTION

Box: Assignment

Commissioner of Patents and Trademarks

Washington, DC 20231

EXPRESS MAIL CERTIFICATE

"Express Mail" label number EU990145178US

Date of Deposit April 10, 2003

I hereby certify that the following attached paper or fee

PTO FORM-1594
ARTICLES OF MERGER
SCHEDULE A
CHECK PAYABLE TO THE PTO

is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to: Box Assignment, Commissioner of Patents and Trademarks, Washington, DC 20231.

Patricia A. Mack
(Typed or printed name of person mailing paper or fee)
Patricia A. Mack
(Signature of person mailing paper or fee)

NOTE: Each paper must have its own certificate and the "Express Mail" label number as a part thereof or attached thereto. When, as here, the certification is presented on a separate sheet, that sheet must (1) be signed and (2) fully identify and be securely attached to the paper or fee it accompanies. Identification should include the serial number and filing date of the application as well as the type of paper being filed, e.g. complete application, specification and drawings, responses to rejection or refusal, notice of appeal, etc. If the serial number of the application is not known, the identification should include at least the name of the inventor(s) and the title of the invention.

NOTE: The label number need not be placed in each page. It should, however, be placed on the first page of each separate document, such as, a new application, amendment, assignment, and transmittal letter for a fee, along with the certificate of mailing by "Express Mail." Although the label number may be on checks, such a practice is not required. In order not to deface formal drawings it is suggested that the label number be placed on the back of each formal drawing or the drawings be accompanied by a set of informal drawings on which the label number is placed.

(Express Mail Certificate [8-3])

The Commonwealth of Massachusetts

William Francis Sullivan
Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ~~CONSOLIDATION~~ / ~~MERGER~~
(General Laws, Chapter 156B, Section 79)

081 ✓
055
058
024
032
030
029
021
022

~~Consolidation~~ / ~~merger~~ of

(M) PFPC Inc., (NR)

a corporation organized under the laws of the State of Delaware

(S) First Data Investor Services Group, Inc.

the transfer of operations, into

(S) First Data Investor Services Group, Inc.

~~a new corporation~~ / ~~one of the constituent corporations~~ organized under the laws of Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ / ~~merger~~ has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~resulting~~ / ~~surviving~~ corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~consolidation~~ / ~~merger~~ determined pursuant to the agreement of ~~consolidation~~ / ~~merger~~ shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing: None

3. (For a merger)

The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

The Articles of Organization shall be deleted in their entirety and replaced with Exhibit A hereto, including changing the name from First Data Investor Services Group, Inc to PFPC Inc.

(For a consolidation)
(a) The purpose of the resulting corporation is to engage in the following business activities:

*Delete the inapplicable words.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated

01/09/85

(For a consolidation)

State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

None

(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are: None

(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

None

Item 4 below may be deleted if the *resulting*/surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is not a *permanent* part of the Articles of Organization of the *resulting*/*surviving* corporation.

(a) The street address of the *resulting*/*surviving* corporation in Massachusetts is: (post office boxes are not acceptable)

FFPC Inc.
4400 Computer Drive
Westborough, MA 01581

**If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the resulting/surviving corporation is:

NAME RESIDENTIAL ADDRESS POST OFFICE ADDRESS

President: Please see Exhibit B hereto.

Treasurer:

Clerk:

Directors:

(c) The fiscal year end (i.e. tax year) of the resulting/surviving corporation shall end on the last day of the month of December

(d) The name and business address of the resident agent, if any, of the resulting/surviving corporation is: c/o CT Corporation System, 2 Oliver Street, Boston MA 02109

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts. Not applicable.

5 The resulting/surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the resulting/surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned [X] President / [] Vice-President and [] Clerk / [] Assistant Clerk of First Data Investor Services Group, Inc. a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of consolidation/merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

James L. Fox [X] President / [] Vice President

Christine P. Ritch [] Clerk / [X] Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, [] Executive Vice President and [] Secretary

of PFPC Inc. a corporation organized under the laws of Delaware further state under the penalties of perjury that the agreement of consolidation/merger has been duly adopted by such corporation in the manner required by the laws of Delaware

Delete inapplicable words. Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B. Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

John J. Andoloro, Executive Vice President
Susan S. Miley, Secretary

EXHIBIT B

The name, residence and post office address of each of the directors and president, treasurer and clerk of the surviving corporation shall be the following:

<u>Title</u>	<u>Name</u>	<u>Residence</u>	<u>Post Office Address</u>
Director	J. Richard Carnali	4 Larsen Park Drive Medford, NJ 08055	4400 Computer Drive Westborough, MA 01581
Director	Vincent J. Ciavardini	4 Honeysuckle Lane Broomall, PA 19008	4400 Computer Drive Westborough, MA 01581
Director	John J. Andaloro	1846 Huntsman Lane West Chester, PA 19382	4400 Computer Drive Westborough, MA 01581
Director	Stephen M. Wynne	1332 Pennsridge Place Downingtown, PA 19335	4400 Computer Drive Westborough, MA 01581
Director	Nicholas M. Marsini, Jr.	21 Stone Tower Lane Wilmington, DE 19803	4400 Computer Drive Westborough, MA 01581
Director	James L. Fox	45 Park Avenue Stonham, MA 02180	4400 Computer Drive Westborough, MA 01581
President	Vincent J. Ciavardini	4 Honeysuckle Lane Broomall, PA 19008	4400 Computer Drive Westborough, MA 01581
Treasurer	Nicholas M. Marsini, Jr.	21 Stone Tower Lane Wilmington, DE 19803	4400 Computer Drive Westborough, MA 01581
Clerk	Susan S. Miley	206 Wynleigh Drive Greenville, DE 19807	4400 Computer Drive Westborough, MA 01581

Exhibit A

TRADEMARK

REEL: 002711 FRAME: 0967

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B)

Name
Approved

ARTICLE I

The exact name of the corporation is:

PFPC Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To provide registered investment companies and similar collective investment vehicles with comprehensive fund accounting, administration and transfer agency services; and generally to carry on any business permitted by the laws of the Commonwealth of Massachusetts to a corporation organized under Chapter 156B of the Massachusetts General Laws.

C
P
M
R.A. 01110

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

MA001 - CT System Online

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common.	250,000	\$1.00
Preferred:		Preferred:		

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

Only one class of stock is authorized.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

There are no restrictions imposed by the Articles of Organization upon the transfer of shares of stock of any class.

ARTICLE VI

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See Exhibit A.

If there are no provisions state "None".

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

31-A001 - CT System Online

EXHIBIT A
to Articles of Organization

ARTICLE VI

A. Amendment of Bylaws

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

B. Election of Directors

Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

C. Meetings of Stockholders

Meetings of stockholders may be held within or without the Commonwealth of Massachusetts, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the Commonwealth of Massachusetts at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

D. Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE VII

Effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth unless another effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

The street address (*post office boxes are not acceptable*) of the principal office of the corporation in Massachusetts is:

400 Computer Drive, Westborough, Massachusetts 01581

The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:	Please see Exhibit B.		
Clerk:			
Director:			

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December.

d. The name and business address of the resident agent, if any, of the corporation is:

CT Corporation System, 2 Oliver Street, Boston, MA 02109

ARTICLE IX

By laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 2 day of December, 19 99.

Katherine L. Litley

 CT Corporation System

 2 Oliver Street

 Boston, MA 02109

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

EXHIBIT B
to Articles of Organization

ARTICLE VIII

b. The name, residence and post office address of each of the directors and president, treasurer and clerk of the corporation shall be the following:

<u>Title</u>	<u>Name</u>	<u>Residence</u>	<u>Post Office Address</u>
Director	J. Richard Carnall	4 Larsen Park Drive Medford, NJ 08055	4400 Computer Drive Westborough, MA 01581
Director	Vincent J. Ciavardini	4 Honeysuckle Lane Broomall, PA 19008	4400 Computer Drive Westborough, MA 01581
Director	John J. Andaloro	1846 Huntsman Lane West Chester, PA 19382	4400 Computer Drive Westborough, MA 01581
Director	Stephen M. Wynne	1332 Pennsridge Place Downingtown, PA 19334	4400 Computer Drive Westborough, MA 01581
Director	Nicholas M. Marsini, Jr.	21 Stone Tower Lane Wilmington, DE 19803	4400 Computer Drive Westborough, MA 01581
Director	James L. Fox	45 Park Avenue Stoneham, MA 02180	4400 Computer Drive Westborough, MA 01581
President	Vincent J. Ciavardini	4 Honeysuckle Lane Broomall, PA 19008	4400 Computer Drive Westborough, MA 01581
Treasurer	Nicholas M. Marsini, Jr.	21 Stone Tower Lane Wilmington, DE 19803	4400 Computer Drive Westborough, MA 01581
Clerk	Susan S. Miley	206 Wynleigh Drive Greenville, DE 19807	4400 Computer Drive Westborough, MA 01581

EXHIBIT B

The name, residence and post office address of each of the directors and president, treasurer and clerk of the surviving corporation shall be the following:

<u>Title</u>	<u>Name</u>	<u>Residence</u>	<u>Post Office Address</u>
Director	J. Richard Carnall	4 Larsen Park Drive Medford, NJ 08055	4400 Computer Drive Westborough, MA 01581
Director	Vincent J. Ciavardini	4 Honeysuckle Lane Broomall, PA 19008	4400 Computer Drive Westborough, MA 01581
Director	John J. Andaloro	1846 Huntsman Lane West Chester, PA 19382	4400 Computer Drive Westborough, MA 01581
Director	Stephen M. Wynne	1332 Pennsridge Place Downingtown, PA 19335	4400 Computer Drive Westborough, MA 01581
Director	Nicholas M. Marsini, Jr.	21 Stone Tower Lane Wilmington, DE 19803	4400 Computer Drive Westborough, MA 01581
Director	James L. Fox	45 Park Avenue Stoneham, MA 02180	4400 Computer Drive Westborough, MA 01581
President	Vincent J. Ciavardini	4 Honeysuckle Lane Broomall, PA 19008	4400 Computer Drive Westborough, MA 01581
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Clerk	Susan S. Miley	206 Wynleigh Drive Greenville, DE 19807	4400 Computer Drive Westborough, MA 01581

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156E, Section 79)

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ 250 , having been paid,
said articles are deemed to have been filed with me this 2nd
day of December , 19 _____.

Effective date _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

PFPC Inc.

400 Bellevue Parkway

Wilmington, DE 19809

Attention: General Counsel
Telephone: (302) 791-2461

RECEIVED
DIVISION
99 DEC -2 PM 2:51
SECRETARY OF THE
COMMONWEALTH