

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Cirrus System, Inc.		03/24/2003	CORPORATION: TEXAS

**RECEIVING PARTY DATA**

Name:	Cirrus System, Inc.
Street Address:	2000 Purchase Street
City:	Purchase
State/Country:	NEW YORK
Postal Code:	10577-2509
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	1259615	CIRRUS
Registration Number:	1298026	CIRRUS
Registration Number:	2145696	CIRRUS DIRECTIONS
Registration Number:	2037346	EXPRES\$ LANE
Registration Number:	2118878	EXPRESS LANE
Registration Number:	2206793	YOU'VE GOT THE POWER

**CORRESPONDENCE DATA**

Fax Number: (914)249-4262  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 914 249 4707  
 Email: marks@mastercard.com  
 Correspondent Name: Colm J. Dobbyn  
 Address Line 1: 2000 Purchase Street  
 Address Line 4: Purchase, NEW YORK 10577-2509

NAME OF SUBMITTER:	Crystal Howard
--------------------	----------------

CH \$165.00 1259615

Total Attachments: 2

source=Cirrus Merger and Change of Name4#page1.tif

source=Cirrus Merger and Change of Name5#page1.tif

**CERTIFICATE OF MERGER  
OF  
CIRRUS SYSTEM, INC., A TEXAS NON-PROFIT CORPORATION  
INTO  
CIRRUS SYSTEM, INC., A DELAWARE NON-PROFIT CORPORATION**

CIRRUS SYSTEM, INC. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY THAT:

FIRST: the name and state of incorporation of each of the constituent corporations are as follows:

Cirrus System, Inc. a Texas non-profit corporation (the "Texas Constituent")

Cirrus System, Inc. a Delaware non-profit corporation (the "Delaware Constituent")

SECOND, an Plan and Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 258 of the General Corporation Law of the State of Delaware and Article 1396-5.07 of the Texas Non-Profit Corporation Act. The sole member of the Texas Constituent and sole stockholder of the Delaware Constituent have each approved the merger by written consent as of March 24, 2003.

THIRD, the name of the surviving corporation of the merger is Cirrus System, Inc.

FOURTH, the Certificate of Incorporation of the Delaware Constituent, as the surviving corporation, will be the certificate of incorporation of the surviving corporation.

FIFTH, the surviving corporation is a non-profit corporation of the State of Delaware.

SIXTH, the executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business is:

Cirrus System, Inc.  
2000 Purchase Street  
Purchase, New York 10577

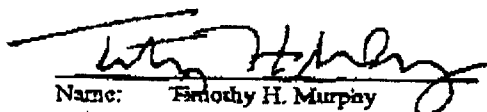
SEVENTH, a copy of the Plan and Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any member of the Texas Constituent.

EIGHTH, the Texas Constituent is a member corporation and as a result of the merger the membership interest of the Texas Constituent will be terminated.

NINTH, this Certificate of Merger shall be effective as of the date of filing with the secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Cirrus System, Inc., a Delaware non-profit corporation, has caused this certificate to be signed by Timothy H. Murphy, its authorized officer, on the 24<sup>th</sup> day of March, 2003.

CIRRUS SYSTEM, INC.,  
a Delaware non-profit corporation

  
Name: Timothy H. Murphy  
Title: Secretary

1-17213791

2