

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Money Access Service Corp.		12/31/1996	CORPORATION: OHIO

RECEIVING PARTY DATA	
Name:	Money Access Service Inc.
Street Address:	25209 Country Club Blvd.
City:	North Olmstead
State/Country:	OHIO
Postal Code:	44070
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	1316107	GREEN STATION
Registration Number:	1496148	GREEN MACHINE
Registration Number:	1522884	
Registration Number:	1522885	

CORRESPONDENCE DATA	
Fax Number:	(502)589-0309
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(502) 589-5235
Email:	whollander@wyattfirm.com
Correspondent Name:	William H. Hollander
Address Line 1:	500 West Jefferson Street
Address Line 2:	Suite 2600
Address Line 4:	Louisville, KENTUCKY 40202

NAME OF SUBMITTER:	William H. Hollander
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Total Attachments: 9
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00727_1005



The State of Ohio

Bob Taft

Secretary of State

FL965332

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: MUL MIS PER

of:

HONEY ACCESS SERVICE INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5727 at Frame 1007 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 24TH day of DEC
A.D. 19 96



Bob Taft
Bob Taft
Secretary of State

SENT BY:

12-24-96 : 9:18 : CT PHILA... Team 1* 614 621 1906:# 2/ 7



Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0411
Form MER (July 1994)

05727-1007 # 965332

Approved *[Signature]*
Date 12/24/96
Fee 100
96122451101
[Signature] 12/31/96

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

1. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Money Access Service Inc.

If the surviving entity is to Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided.

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____

only if the name of surviving entity is changing through the merger

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) corporation
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of Delaware, and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) limited liability company
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) limited partnership, registration number _____



(OHIO - 1507 - 6/16/94)

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05727-1008

- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(if handwritten space is used this form, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration numbers)*

Name	State/Country of Organization	Type of Entity
<i>Service</i> Money Access Corp.	Ohio	Business Corporation 617629
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
Money Access Service Inc.	25209 Country Club Blvd. (street and number) North Olmsted, Ohio 44070 (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On December 31, 1996 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).

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05727-1009

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
<hr/>	
<small>(complete street address)</small>	
<hr/>	
<small>(City, Village or Township) ZIP code</small>	

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

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12-24-96 : 9:19 : CT PHILA...Team 1- 614 621 1908:# 5/ 7

05727-1010

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

C T Corporation System 815 Superior Avenue, N. E.
(name) (street and number)
Cleveland Ohio 44114
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**
(If the qualifying entity is a foreign limited liability company, the following information must be completed)
 - a. The name of the limited liability company in its state of organization/registration is _____
 - b. The name under which the limited liability company desires to transact business in Ohio is _____
 - c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
 - d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

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12-24-96 ; 9:19 ; CT PHILA...Team 1- 614 621 1806:# 6/ 7

05727-1011

2. Foreign Qualifying Limited Partnership
(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____
- b. The limited partnership was formed on _____
under the laws of the state/country of _____
month day year
- c. The address of the office of the limited partnership in its state/country of organization is _____
- d. The limited partnership's principal office address is _____
- e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

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12-24-96 : 9:20 : CT PHILA...Team 1-

614 621 1906:# 7/ 7

05727-1012

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

<u>Money Access Service Inc.</u> exact name of entity	<u>Money Access Service Corp.</u> exact name of entity
By: <u>E. J. Nolan</u>	By: <u>E. J. Nolan</u>
Its: <u>TREASURER</u>	Its: <u>TREASURER</u>
Date: _____	Date: _____

_____ exact name of entity	_____ exact name of entity
By: _____	By: _____
Its: _____	Its: _____
Date: _____	Date: _____

_____ exact name of entity	_____ exact name of entity
By: _____	By: _____
Its: _____	Its: _____
Date: _____	Date: _____

_____ exact name of entity	_____ exact name of entity
By: _____	By: _____
Its: _____	Its: _____
Date: _____	Date: _____

_____ exact name of entity	_____ exact name of entity
By: _____	By: _____
Its: _____	Its: _____
Date: _____	Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or the treasurer must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership. If an official signs for signature, a separate sheet should be attached containing such signature.)

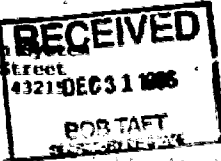
Ohio Secretary of State
Merger/Consolidation

05727-1013

December 30, 1996

*purged
12/31/97*

Ruth Lawrence
C T Corporation
17 South High Street
Columbus, Ohio 43215



RESUBMIT

12-31-96

Re: *Morgan Guaranty Trust Co. Inc.*

Document No. 76172051101

Dear Sir or Madam:

"IN ORDER TO RETAIN YOUR INITIAL FILING DATE OF 12-31-96, THE CORRECTED DOCUMENTS MUST BE RECEIVED BY THIS OFFICE NO LATER THAN 5:00 pm 1/20/97. IF CORRECTED DOCUMENTS ARE NOT RECEIVED BY THE SPECIFIED DATE, OR THE DOCUMENTS STILL REQUIRE CORRECTIONS, THE INITIAL FILING DATE WILL NOT BE PRESERVED.

The enclosed documents are being returned untitled for the following reason(s):

- 1. Pursuant to Ohio Revised Code Section(s) 1701.81/1702.43, the certificate of Merger must set forth in respect of each constituent corporation the manner in which the agreement of merger or consolidation was adopted or approved by its directors/trustees and its shareholders/members or, if such adoption or approval is not required, the facts relied upon in establishing the absence of such a requirement.
- pick up* 2. Pursuant to Ohio Revised Code Section 1701.81, the certificate must be signed by the chairman of the board, president or vice-president and by the secretary or assistant secretary of each constituent corporation.
- 3. Pursuant to Ohio Revised Code Section 1701.82, an agreement of merger between a parent corporation and a subsidiary must state the designation and the number of the outstanding shares of each class of each subsidiary constituent corporation and the number of shares of each class owned by the surviving corporation.
- 4. Pursuant to Ohio Revised Code Section 1701.83, one or more domestic subsidiaries may be merged into a domestic or foreign parent corporation only if the parent owns ninety percent or more of each class of the outstanding shares of the subsidiary.
- 5. Pursuant to Ohio Revised Code Section 1701.72(B), the surviving or new corporation must consent to be sued and served with process in this state, and the irrevocable appointment of the Secretary of State as its agent to accept service of process in any proceeding in the state of Ohio.
- 6. Pursuant to Ohio Revised Code Section 1701.72(F), if the surviving or new corporation does not desire to be licensed to transact business in the state of Ohio, the agreement of merger shall be accompanied by affidavits, resolutions, certificates or other evidence required by division (F) of Section 1701.82 of the Revised Code with respect to each Ohio corporation, and with respect to foreign constituent corporation licensed to transact business in Ohio, the affidavits, resolutions, certificates or other evidence required by division (C) or (D) of Section 1703.17 of the Revised Code. (Copies of requisite forms enclosed.)
- 7. The fee for filing a merger or consolidation is \$80.00.
- 8. _____ was cancelled by the Ohio Department of Taxation on _____ before filing the merger/consolidation, you must obtain a D-3 (Certificate of Reinstatement) from the Ohio Department of Taxation. The D-3 must be filed with the Secretary of State together with a \$75 filing fee prior to filing the merger/consolidation.
- 9. _____ was cancelled on _____ for failure to file its statement of continued existence. Prior to filing the merger, the enclosed Application for Reinstatement must be submitted together with the \$70 filing fee.
- 10. The enclosed Form 7 (Annual Statement of Proportion of Capital Stock) must be completed for the years _____ before the merger/consolidation may be filed.
- 11. Other: *(We have re-recorded (of a corp/Ohio) under the name listed in the filing. Please verify name and use correct titles in all places throughout + use the document*