

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	CHANGE OF NAME
-----------------------	----------------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MMS Incentives, Inc.		12/18/2002	CORPORATION: GEORGIA

RECEIVING PARTY DATA	
Name:	Loyaltyworks, Inc.
Street Address:	3475 Piedmont Rd., NE
Internal Address:	Suite 300
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30305
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Serial Number:	78184049	LOYALTYWORKS

CORRESPONDENCE DATA	
Fax Number:	(404)527-4198
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	404-527-4000
Email:	lsandgren@mckennalong.com
Correspondent Name:	McKenna Long & Aldridge LLP
Address Line 1:	303 Peachtree St., NE
Address Line 2:	Suite 5300
Address Line 4:	Atlanta, GEORGIA 30308

ATTORNEY DOCKET NUMBER:	05068.0001
-------------------------	------------

NAME OF SUBMITTER:	Frank S. Benjamin
--------------------	-------------------

Total Attachments: 2 source=Loyalty#page1.tif source=Loyalty#page2.tif
--

CH \$40.00 78184049

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 030450411
CONTROL NUMBER: K948743
EFFECTIVE DATE: 02/14/2003
REFERENCE : 0045
PRINT DATE : 02/14/2003
FORM NUMBER : 611

CAROL I. MCEWEN
MCKENNA LONG & ALDRIDGE LLP
303 PEACHTREE ST., STE. 5300
ATLANTA, GA 30308

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

MMS INCENTIVES, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

LOYALTYWORKS, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

TRADEMARK
REEL: 002798 FRAME: 0523

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MMS INCENTIVES, INC.**

I.

The name of the Corporation is MMS Incentives, Inc.

II.

The Articles of Incorporation shall be amended by deleting Article I in its entirety and substituting the following therefor:

"1. The name of the corporation is: Loyaltyworks, Inc."

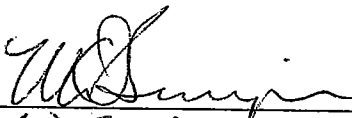
All other provisions of the Articles of Incorporation shall remain in full force and effect.

III.

This Amendment was duly approved and adopted by resolution of the Board of Directors of the Corporation effective December 18, 2002, in accordance with the provisions of Section 14-2-1002 of the Georgia Business Corporation Code. Pursuant to Section 14-2-1002, shareholder approval was not required.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its duly authorized officer as of the 18 day of December, 2002

MMS INCENTIVES, INC.

By: 
Name: M.D. SIMPSON
Title: CEO

SECRETARY OF STATE
2003 FEB 14 A 10:56
CORPORATIONS DIVISION

ATLANTA:4487468.1