

RECORD
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10-01-2003

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To the Commissioner, United States Patent and Trademark Office

102563258

original documents or copy thereof.

1. Name of conveying party(ies)
eSave, Inc.

9-29-03

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

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

3. Nature of conveyance:

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

Execution Date: March 26, 2003

2. Name and address of receiving party(ies)

Name: Prospectiv Direct, Inc.

Internal Address: 1790 House

Street Address: 827 Main Street

City: Woburn State: MA ZIP: 01801

- Association
- 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)

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

A. Trademark Application No.(s)

75/788,351 78/170,699
75/788,353 78/198,166
78/170,696

B. Trademark Registration No.(s)

2,574,216
2,656,954

Additional numbers attached? Yes No

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

Name: John L. DuPré

Internal Address:

Hamilton, Brook, Smith & Reynolds, P.C.

Street Address: 530 Virginia Road

P.O. Box 9133

City: Concord State: MA ZIP: 01742-9133

6. Total number of applications and registrations involved: [7]

7. Total Fee (37 C.F.R. 3.41)..... \$ 190.00

- Enclosed
- Authorized to charge any deficiencies or credit any overpayment to deposit account
- Authorized to be charged to deposit account

8. Deposit account number:

08-0380

(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.

John L. DuPré

Name of Person Signing

John L. DuPré
Signature

9/25/03
Date

Total number of pages including cover sheet, attachments, and document: [3]

09/30/2003 ECOMPER 00000046 75788351

01 FC:0521
02 FC:0522

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TRADEMARK
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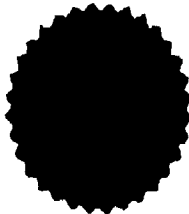
Delaware

PAGE 1

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 "ESAVE INC.", CHANGING ITS NAME FROM "ESAVE INC." TO "PROSPECTIV DIRECT, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2003, AT 10 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

3040700 8100

030210343

AUTHENTICATION: 2338968

DATE: 03-31-03

TRADEMARK
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**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
ESAVE INC.**

**Pursuant to Section 242
of the General Corporation Law of
the State of Delaware**

Esave Inc. (hereinafter called the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify.

By unanimous written consent, resolutions were duly adopted by the Board of Directors, pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth a proposed amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The Stockholders of the Corporation duly approved said proposed amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendment is as follows:

RESOLVED: That Article FIRST of the Certificate of Incorporation of the Corporation be and hereby is amended to read in its entirety as follows:

FIRST: The name of the Corporation is Prospectiv Direct, Inc.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President this 26 day of March, 2003.

ESAVE INC.

By: 

Name: Jeremiah Doyle
Title: President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 03/31/2003
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