

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/10/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Liberty Share Draft & Check Printers, Inc.		06/02/2005	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Liberty Enterprises, Inc.
Street Address:	5267 Program Avenue
City:	Mounds View
State/Country:	MINNESOTA
Postal Code:	55112
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2056689	LIBERTY FASTPAYMENT
Registration Number:	1825457	LIBERTYDIRECT
Registration Number:	2185738	EXECUTIVE MCIF
Registration Number:	2222165	MEMBER FOCUS
Registration Number:	1830027	CHECK WRITER
Registration Number:	1832994	QUALICODE
Registration Number:	2224964	MEMBER FOCUS
Registration Number:	2104748	MICR QUICK

CORRESPONDENCE DATA

Fax Number: (612)642-8409
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (612) 672-8209

OP \$215.00 2056689

Email: melissa.aubin@maslon.com
Correspondent Name: Melissa K. Aubin, Paralegal
Address Line 1: Maslon Edelman Borman & Brand, LLP
Address Line 2: 90 South 7th Street, Suite 3300
Address Line 4: Minneapolis, MINNESOTA 55402

NAME OF SUBMITTER:	Melissa K. Aubin, Paralegal
Signature:	/Melissa K Aubin/
Date:	06/10/2005

Total Attachments: 3

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**LIBERTY ENTERPRISES, INC.
ARTICLES OF
SUBSIDIARY SHORT FORM MERGER**

**LIBERTY CARD SERVICES, INC.,
LIBERTY FINANCIAL SUPPLIES, INC.,
LIBERTY GRAPHIC PRODUCTIONS, INC.,
LIBERTY INTERNET SERVICES, INC.,
ALTAFI, INC.,
LIBERTY SHARE DRAFT & CHECK PRINTERS, INC.,
FS ACQUISITION, INC.,
and
MyDAS, INC.
with and into
LIBERTY ENTERPRISES, INC.**

Pursuant to Section 302A.621 of the Minnesota Business Corporation Act, the undersigned officer of Liberty Enterprises, Inc., a Minnesota corporation (hereinafter referred to as the "Parent Corporation"), which is the owner of 100% of the outstanding capital stock of Liberty Card Services, Inc., Liberty Financial Supplies, Inc., Liberty Graphic Productions, Inc., Liberty Internet Services, Inc., ALTAFI, Inc., Liberty Share Draft & Check Printers, Inc., FS Acquisition, Inc. and MyDas, Inc., each of which is a Minnesota corporation (hereinafter referred to individually as a "Subsidiary" and collectively as the "Subsidiaries"), hereby executes and files these Articles of Merger:

FIRST: The Plan of Merger, in the form of resolutions duly adopted by all or a majority of the Board of Directors of the Parent Corporation, effective June 10, 2005, is attached hereto as Exhibit A.

SECOND: The number of outstanding shares of each class and series of each Subsidiary and the number of shares of each class and series owned by the Parent Corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation of Class & Series</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares Owned by Parent Corporation</u>
Liberty Card Services, Inc.	Common Stock, \$.01 par value	1,000	1,000
Liberty Financial Supplies, Inc.	Common Stock, \$.01 par value	1,000	1,000
Liberty Graphic Productions, Inc.	Common Stock, \$.01 par value	1,000	1,000
Liberty Internet Services, Inc.	Common Stock, \$.01 par value	1,000	1,000
ALTAFI, Inc.	Common Stock, \$.01 par value	1,000	1,000
Liberty Share Draft & Check Printers, Inc.	Voting Common Stock, \$.01 par value	2,212,297	2,212,297
	Non-Voting Common Stock,	2,488,831	2,488,831

FS Acquisition, Inc.	\$.01 par value Common Stock, \$.01 par value	1,000	1,000
MyDas, Inc.	Common Stock, \$.01 par value	1,000	1,000

THIRD: The Parent Corporation is the only shareholder of the Subsidiaries and therefor a copy of the Plan of Merger was not required to be mailed to any other shareholder of the Subsidiaries under Minnesota Statutes Section 302A.621.

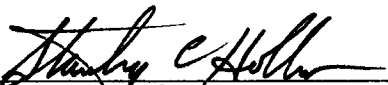
FOURTH: The Plan of Merger has been duly approved by the Parent Corporation under Minnesota Statutes Section 302A.621.

FIFTH: At the effective time, each of the Subsidiaries shall be merged with and into the Parent Corporation, with the Parent Corporation being the surviving corporation.

SIXTH: The merger shall be effective as of the date these Articles of Merger are accepted for filing with the office of the Minnesota Secretary of State.

Dated as of June 2, 2005.

LIBERTY ENTERPRISES, INC.

By: 
Name: STANLEY C. HOLLEN
Title: PRESIDENT & CEO

LIBERTY ENTERPRISES, INC.

RESOLUTIONS OF THE BOARD OF DIRECTORS

WHEREAS, Liberty Enterprises, Inc., a Minnesota corporation (the "Company") owns 100% of the issued and outstanding capital stock of Liberty Card Services, Inc., Liberty Financial Supplies, Inc., Liberty Graphic Productions, Inc., Liberty Internet Services, Inc., ALTAFI, Inc., Liberty Share Draft & Check Printers, Inc., FS Acquisition, Inc. and MyDas, Inc., each of which is a Minnesota corporation (hereinafter referred to individually as a "Subsidiary" and collectively as the "Subsidiaries"); and

WHEREAS, the Company desires to effect the merger of each of the Subsidiaries with and into the Company, with the Company being the surviving corporation pursuant to Section 302A.621 of the Minnesota Business Corporation Act.

NOW, THEREFORE, BE IT RESOLVED, that each of the Subsidiaries shall be merged with and into the Company, with the Company being the surviving corporation pursuant to Section 302A.621 of the Minnesota Business Corporation Act, in accordance with the further resolutions set forth below (which resolutions shall constitute the Plan of Merger);

RESOLVED FURTHER, that at the effective time of the merger, all issued and outstanding shares of capital stock of each of the Subsidiaries, currently held in the name of the Company, shall be canceled;

RESOLVED FURTHER, that the articles of incorporation of the Company in effect at time of the merger shall be the articles of incorporation of the surviving corporation and shall remain in effect without any amendment thereto;

RESOLVED FURTHER, that the merger shall be effective as of the date of filing of articles of merger with the Secretary of State of the State of Minnesota in the manner required by law;

RESOLVED FURTHER, that any officer of the Company be and each hereby is authorized and directed to make, sign and acknowledge, for and on behalf of the Company, articles of merger setting forth the foregoing Plan of Merger and such other information as required by law, and to cause such articles to be filed for record with the Secretary of State of the State of Minnesota in the manner required by law; and

RESOLVED FURTHER, that the officers of the Company be and they hereby are authorized, for and on behalf of the Company, to take such other action as such officers, or any of them, shall deem necessary or appropriate to carry out the purpose of the foregoing resolutions.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 10 2005

Mary Hiffmeyer
Secretary of State
TRADEMARK