

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| iPay, LLC | | 09/11/2003 | LIMITED LIABILITY COMPANY: KENTUCKY |
| RECEIVING PARTY DATA | | | |
| Name: | iPay Technologies, LLC | | |
| Street Address: | 400 Ring Road | | |
| Internal Address: | Suite 500 | | |
| City: | Elizabethtown | | |
| State/Country: | KENTUCKY | | |
| Postal Code: | 42701 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: KENTUCKY | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2198290 | CALL ME BILL | |
| Registration Number: | 2220448 | CALL ME BILL | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (502)588-1960 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 5026252784 | | |
| Email: | sduvall@middreut.com | | |
| Correspondent Name: | Scot A. Duvall | | |
| Address Line 1: | 2500 Brown & Williamson Tower | | |
| Address Line 2: | 401 S. Fourth Avenue | | |
| Address Line 4: | Louisville, KENTUCKY 40202 | | |
| ATTORNEY DOCKET NUMBER: | ZP026-04002 | | |
| NAME OF SUBMITTER: | Scot A. Duvall | | |

OP \$65.00 2198290

Signature:

/Scot A. Duvall/

Date:

10/11/2005

Total Attachments: 1

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**FIRST ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
iPay, LLC**

0513276.06

Pcaine
LAOA

John Y. Brown III
Secretary of State
Received and Filed
09/11/2003 12:51:58 PM
Fee Receipt: \$40.00

The undersigned, being a Manager of iPay, LLC, a Kentucky manager-managed limited liability company (the "Company"), whose members desire to amend the Articles of Organization, does hereby state the following:

- FIRST: The name of the limited liability company is iPay, LLC.
- SECOND: Article I of the Articles of Organization shall be replaced by the following amended Article I:

ARTICLE I

The name of the limited liability company is iPay Technologies, LLC (the "Company").

- THIRD: The Amendment was duly adopted by the unanimous consent of the members in accordance with the provisions of the Company's Operating Agreement on the 26 day of August, 2003.

IN WITNESS WHEREOF, the undersigned manager has executed this First Articles of Amendment to the Articles of Organization this 26 day of August, 2003.

iPay, LLC

By: 

Dana A. Smolenski, Manager