

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/22/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
InterCept Payment Solutions, LLC		03/22/2004	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Payment Acquisition Corp.
Street Address:	One Market Street, Spear St. Tower, Suite 700
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94105
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	76267255	IPAY
Serial Number:	76267253	I PAY INTERNET BILLING COMPANY
Serial Number:	76267254	IPAY.COM
Serial Number:	78203879	NEXGEN
Serial Number:	78203857	NEXGEN

CORRESPONDENCE DATA

Fax Number: (415)217-5910
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 415.434.1600
 Email: trademark@howardrice.com
 Correspondent Name: Carole F. Barrett
 Address Line 1: Three Embarcadero Center, 7th Floor
 Address Line 4: San Francisco, CALIFORNIA 94111-4024

CH \$140.00 76267255

ATTORNEY DOCKET NUMBER:	40179.0224
NAME OF SUBMITTER:	Carole F. Barrett
Signature:	/CFB_lmd/
Date:	04/17/2006
Total Attachments: 1 source=IPS_PAC_merger#page1.tif	

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is InterCept Payment Solutions, LLC and the name of the corporation being merged into this surviving limited liability company is Payment Acquisition Corp.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

THIRD: The name of the surviving limited liability company is InterCept Payment Solutions, LLC.

FOURTH: The merger is to become effective on March 22, 2004.

FIFTH: The Agreement of Merger is on file at One Market Street, Spear Street Tower, Suite 700 San Francisco, CA 94105, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability corporation or stockholder of any constituent corporation.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, the 22 day of March __, A.D., 2004.

By: John Rogers
Authorized Person

Name: John Rogers
Print or Type

Title: pres. dent