

3/8/06

03-13-2006



103195354

Form PTO 1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

ET

U.S. DEPARTMENT OF COMMERCE PATENT AND TRADEMARK OFFICE

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Associated Foreign Exchange, Inc.

- Individual(s) Association
General Partnership Limited Partnership
[x] Corporation - California
Other

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

3. Nature of conveyance:

- Assignment [x] Merger
Security Agreement [] Change of Name
Other

Dated: December 29, 2005

2. Name and address of receiving party(ies):

Continental Exchange Solutions, Inc.
13850 Cerritos Corporate Drive, Suite E
Cerritos, California 90703

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
[x] Corporation - Delaware
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? [] Yes [x] No

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

A. Trademark Application No.(s)

78/553,524
78/553,530

B. Trademark registration No.(s)

1,183,213
2,662,941
3,044,485

Additional numbers attached? [] Yes [x] No

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

Perla M. Kuhn, Esq.
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004-1482
(212) 837-6550
kuhn@hugheshubbard.com

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41):.....\$140.00

- [x] Enclosed
[x] Authorized to be charged to deposit account
8. Deposit Account No.: 08-3264

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.

Name of Person Signing

Perla M. Kuhn (Signature)

February 27, 2006

Date

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

Mail documents to be recorded with required cover sheet information to:

03/10/2006 DBYRNE 00000025 78553524

Mail Stop Assignment Recordation Services

Director of the United States Patent and Trademark Office

P.O. BOX 1450, Alexandria, VA 22313-1450

01 FC:8521
02 FC:8522

EXPRESS MAIL CERTIFICATE OF MAILING

Express Mail Certificate No.: ER469185265US

I hereby certify that this correspondence is being deposited with the United States Postal Service in an Express Mail envelope addressed to Mail Stop Assignment Recordation Services, Director of the United States Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22313-1450 on 3/8/06 (Date of Deposit).

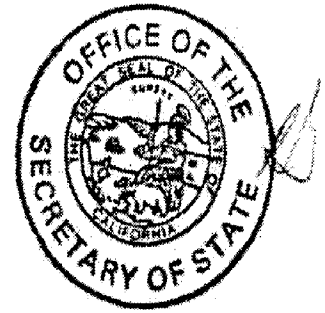
Elaine S. Parker
Name

Signature

March 8, 2006

Date of Signature

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 03 2006



A handwritten signature in cursive script, reading "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

0 12235 + out

FILED

in the office of the Secretary of State
of the State of California

Delaware

PAGE 1

DEC 29 2005

The First State

JPB

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 MERGER, WHICH MERGES:

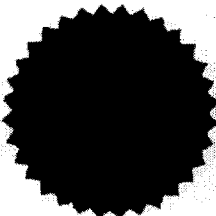
"ASSOCIATED FOREIGN EXCHANGE, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "CONTINENTAL EXCHANGE SOLUTIONS, INC." UNDER THE NAME OF "CONTINENTAL EXCHANGE SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2005, AT 3:08 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2125882 8100M

051072456



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4412457

DATE: 12-29-05

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:11 PM 12/29/2005
FILED 03:08 PM 12/29/2005
SRV 051072456 - 2125882 FILE

CERTIFICATE OF MERGER

OF

CONTINENTAL EXCHANGE SOLUTIONS, INC.
(a Delaware corporation)

AND

ASSOCIATED FOREIGN EXCHANGE, INC.
(a California corporation)


In accordance with Section 252 of the Delaware General Corporation Law, the undersigned, Fred Kunik, being the Chief Executive Officer of Continental Exchange Solutions, Inc., a Delaware corporation, DOES HEREBY CERTIFY as follows:

- (1) The name and state of incorporation of each of the constituent corporations are Continental Exchange Solutions, Inc., a Delaware corporation and Associated Foreign Exchange, Inc., a California corporation;
- (2) An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law;
- (3) The name of the surviving corporation is Continental Exchange Solutions, Inc.;
- (4) The surviving corporation, Continental Exchange Solutions, Inc., will be a Delaware corporation and its Certificate of Incorporation as currently filed with the Secretary of State of the State of Delaware shall be the Certificate of Incorporation of the surviving corporation;
- (5) The executed agreement of merger is on file at the principal place of business of the surviving corporation, 13850 Cerritos Corporate Drive, Suite E, Cerritos, California 90703;
- (6) A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any current stockholder of either constituent corporation;
- (7) The authorized capital stock of Associated Foreign Exchange, Inc., a California corporation, consists of 100,000 shares of Common Stock, no par value per share; and
- (8) This certificate shall become effective at 5:00 p.m. PST on the date it is filed.

A-2-1

IN WITNESS WHEREOF, the undersigned has signed his name and affirmed that this instrument is the act and deed of the corporation and that the statements herein are true, under penalties of perjury, this 23rd day of December, 2005.

CONTINENTAL EXCHANGE SOLUTIONS, INC.
a Delaware corporation

By: 
Name: Fred Kunik
Title: President, Chief Executive Officer,
and Secretary

A-2-2

Delaware

PAGE 1

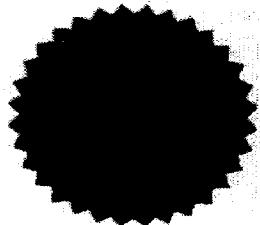
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"ASSOCIATED FOREIGN EXCHANGE, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "CONTINENTAL EXCHANGE SOLUTIONS, INC." UNDER THE NAME OF "CONTINENTAL EXCHANGE SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2005, AT 3:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2125882 8330

051072772

AUTHENTICATION: 4412590

DATE: 12-29-05

TRADEMARK
REEL: 003312 FRAME: 0927

**SCHEDULE OF TRADEMARKS
ASSOCIATED FOREIGN EXCHANGE, INC.**

Trademark:	Application #:	Filing Date:	Registration #:	Registration Date:
AFEX MONEY EXPRESS SI CUMPLE AND DESIGN	78/553,524	25-Jan-2005		
SI CUMPLE	78/553,530	25-Jan-2005		
AFEX (STYLIZED)	73/272,907	04-Aug-1980	1,183,213	22-Dec-1981
AFEX	76/370,992	14-Feb-2002	2,662,941	17-Dec-2002
AFEX MONEY EXPRESS	78/346,196	29-Dec-2003	3,044,485	17-Jan-2006