

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | CHANGE OF NAME |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------|----------|----------------|-----------------------|
| MedNet Connect, Inc. | | 11/02/2005 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|------------------------------|
| Name: | Fairpay Solutions, Inc. |
| Street Address: | 14295 Midway Road, Suite 300 |
| City: | Addison |
| State/Country: | TEXAS |
| Postal Code: | 75001 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 7

| Property Type | Number | Word Mark |
|----------------------|----------|--|
| Serial Number: | 78624147 | CHARGE VALIDATION ANALYSIS |
| Serial Number: | 78693848 | FAIRPAY |
| Serial Number: | 78624189 | MEDICAL MARKET VALUE PRICING |
| Serial Number: | 76633015 | MEDNET CONNECT |
| Registration Number: | 3059910 | OUR CLIENTS PAY THE FAIR COST OF CARE! |
| Serial Number: | 78583056 | PAY THE FAIR COST OF CARE |
| Serial Number: | 78583058 | PAYING THE FAIR COST OF CARE |

CORRESPONDENCE DATA

Fax Number: (214)756-8570
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 214-740-8570
 Email: mail@lockeliddell.com
 Correspondent Name: Stephen L. Sapp, Esq.
 Address Line 1: 2200 Ross Avenue
 Address Line 2: Suite 2200

CH \$190.00 78624147

Address Line 4: Dallas, TEXAS 75201-6776

ATTORNEY DOCKET NUMBER: 61531/00002

NAME OF SUBMITTER: Stephen L. Sapp

Signature: /Stephen L. Sapp/

Date: 05/25/2006

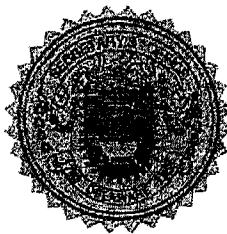
Total Attachments: 4
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Delaware

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 "MEDNET CONNECT, INC.", CHANGING ITS NAME FROM "MEDNET CONNECT, INC." TO "FAIRPAY SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF NOVEMBER, A.D. 2005, AT 5:17 O'CLOCK P.M.



3237699 8100

050954221

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4316920

DATE: 11-22-05

TRADEMARK
REEL: 003316 FRAME: 0620

FIRST AMENDMENT TO
CERTIFICATE OF INCORPORATION

OF

MEDNET CONNECT, INC.
(a Delaware corporation)

(Pursuant to Sections 228 and 242 of the
General Corporation Law of the State of Delaware)

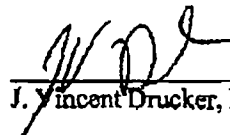
Mednet Connect, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "DGCL"), hereby certifies as follows:

1. That the Corporation was originally incorporated on May 31, 2000 pursuant to the DGCL under the name of "MC Merger, Inc" and the date of filing its Amended and Restated Certificate of Incorporation with the Secretary of State under the name Mednet Connct, Inc was December 12, 2002, and the Second Amended and Restated Certificate of Incorporation was filed with the Secretary of State on July 30, 2004.
2. Pursuant to Sections 228 and 242 of the DGCL, Article One of the Second Amended and Restated Certificate of Incorporation is hereby revised in its entirety to read as follows:

ARTICLE ONE

The name of the corporation is FAIRPAY solutions, Inc.

The undersigned, being the duly elected President of the Corporation, for the purpose of amending the Certificate of Incorporation, does make this Certificate, hereby declaring and certifying that this is the act and deed of the Corporation and the facts stated in this certificate are true, and accordingly has hereunto executed this First Amendment to the Second Amended and Restated Certificate of Incorporation this 2nd day of November 2005.



J. Vincent Drucker, President

COMBINED WRITTEN ACTION WITHOUT A MEETING OF
THE BOARD OF DIRECTORS AND STOCKHOLDERS

OF

MEDNET CONNECT, INC.

Pursuant to Sections 141(f) and 228(a) of the Delaware General Corporation law, the undersigned, being all of the directors and stockholders holding more than a majority of the outstanding shares of voting stock of Mednet Connect, Inc., a Delaware corporation (the "Corporation"), hereby adopt by written consent and without a meeting, the following resolutions:

RESOLVED: that the name of the Corporation shall be changed to "FAIRPAY solutions, Inc." and the First Amendment to the Second Amended and Restated Certificate of Incorporation substantially in the form attached hereto as Exhibit "A" is hereby in all respects approved, adopted and confirmed, which First Amendment is advisable and in the best interests of the Corporation; and

RESOLVED FURTHER: that the president or any vice president of this Corporation is hereby authorized and directed to execute the First Amendment and cause it to be filed with the Secretary of State of the State of Delaware as required by law.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent this 2nd day of November 2005.

DIRECTORS:


James O'Donnell


Scott Brock


William Montgomery



J. Vincent Drucker

STOCKHOLDERS:

First Capital Group of Texas III LP

By: First Capital Group Investors 3 LLC
Its General partner

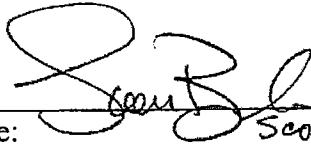
By: First Capital Group Management Co.,
Its Managing Member

By: 
Name: James A. O'Donnell
Title: Managing Member

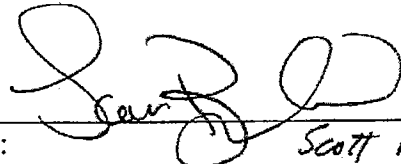
The J. Vincent and Wendy Drucker Trust
U/a dtd 4/13/1999

By: 
J. Vincent Drucker, Trustee

e-Financial Ventures I, Unit Trust

By: 
Name: Scott Brock
Title: Partner

e-Financial Ventures I, LP

By: 
Name: Scott Brock
Title: Partner