

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
Pitney Bowes Credit Corporation		07/14/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Entrecap Financial Corporation		
Street Address:	27 Waterview Drive		
City:	Shelton		
State/Country:	CONNECTICUT		
Postal Code:	06484-4361		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78906235	ENTRECAP	
Serial Number:	78906230	ENTRECAP FINANCIAL CORPORATION	
CORRESPONDENCE DATA			
Fax Number:	(212)593-5955		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2127562552		
Email:	stanley.seuradge@srz.com		
Correspondent Name:	Laurie Emmer, Esq.		
Address Line 1:	919 Third Avenue		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	014951/0608		
NAME OF SUBMITTER:	Laurie Emmer, Esq.		
Signature:	/SAS FOR LE/		
Date:	08/10/2006		

CH \$65.00 78906235

Total Attachments: 5

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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 "PITNEY BOWES CREDIT CORPORATION", CHANGING ITS NAME FROM "PITNEY BOWES CREDIT CORPORATION" TO "ENTRECAP FINANCIAL CORPORATION", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JULY, A.D. 2006, AT 3:29 O'CLOCK P.M.

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



0827915 8100
060670179

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4901882

DATE: 07-14-06

TRADEMARK
REEL: 003366 FRAME: 0628

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:30 PM 07/14/2006
FILED 03:29 PM 07/14/2006
SRV 060670179 - 0827915 FILE

CERTIFICATE OF AMENDMENT

TO THE

CERTIFICATE OF INCORPORATION

OF

PITNEY BOWES CREDIT CORPORATION

PITNEY BOWES CREDIT CORPORATION, a corporation organized and existing under the laws of the State of Delaware by the filing of its original certificate of incorporation with the Secretary of State of the State of Delaware on August 7, 1976 (the "Corporation"), pursuant to the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY THAT:

FIRST: By unanimous written consent pursuant to Section 141(f) of the DGCL, the Board of Directors of the Corporation on July 7, 2006 duly adopted resolutions in accordance with Section 242 of the DGCL, setting forth a proposed Amendment to the Certificate of Incorporation of the Corporation (the "Amendment"), declaring the Amendment to be advisable and authorizing the solicitation of consent of the Amendment from the sole stockholder of the Corporation.

SECOND: Thereafter, pursuant to the Unanimous Written Consent of the Board of Directors of the Corporation, the Amendment was submitted to the sole stockholder of all of the outstanding shares of the Corporation (the "Sole Stockholder") and, pursuant to Sections 228 and 242 of the DGCL, the Sole Stockholder consented to and adopted the Amendment by written consent.

THIRD: The First Article of the Certificate of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

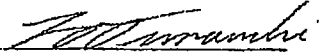
"First: The name of the corporation is EntreCap Financial Corporation."

FOURTH: The Amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the DGCL.

* * *

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed by the undersigned as of this 7th day of July, 2006.

PITNEY BOWES CREDIT CORPORATION

By: 
Name: Lawrence Osmanski
Title: Vice President

NEWYORK 5627108 (2/8)

TRADEMARK
REEL: 003366 FRAME: 0630

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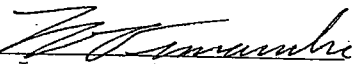
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