

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
TCI Acquisition Corp.		09/08/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Tax Compliance, Inc.		
Street Address:	10200-A Willow Creek Road		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92131-1657		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78896744	LICENSEHQ	
CORRESPONDENCE DATA			
Fax Number:	(212)728-8111		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-728-8771		
Email:	eschonbraun@willkie.com		
Correspondent Name:	Emily L. Schonbraun		
Address Line 1:	787 Seventh Avenue		
Address Line 2:	Willkie Farr & Gallagher LLP		
Address Line 4:	New York, NEW YORK 10019		
NAME OF SUBMITTER:	Emily L. Schonbraun		
Signature:	/emilylschonbraun/		
Date:	09/14/2006		

CH \$40.00 78896744

Total Attachments: 6

900057952

**TRADEMARK
 REEL: 003390 FRAME: 0181**

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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 "TCI ACQUISITION CORP.", CHANGING ITS NAME FROM "TCI ACQUISITION CORP." TO "TAX COMPLIANCE, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF SEPTEMBER, A.D. 2006, AT 4:58 O'CLOCK P.M.

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



4205573 8100

060834757

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5031518

DATE: 09-11-06

TRADEMARK
REEL: 003390 FRAME: 0183

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TCI ACQUISITION CORP.

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

THE UNDERSIGNED, being a duly appointed and authorized officer of TCI ACQUISITION CORP. (the "Corporation"), a corporation organized and existing under the Delaware General Corporation Law (the "DGCL"), for the purpose of amending the Corporation's Certificate of Incorporation (the "Certificate of Incorporation") filed pursuant to Section 102 of the DGCL, hereby certifies, pursuant to Sections 242 and 103 of the DGCL, as follows:

FIRST: The Corporation was originally incorporated under the laws of the State of Delaware under the name TCI Acquisition Corp., and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on August 17, 2006.

SECOND: The amendment effected hereby was duly authorized by the Corporation's Board of Directors and stockholders in accordance with the provisions of Sections 242 and 228 of the DGCL and shall be executed, acknowledged and filed in accordance with Section 103 of the DGCL.

THIRD: That the Certificate of Incorporation is hereby amended by deleting Article I thereof in its entirety and inserting in lieu thereof the following:

"ARTICLE I

The name of this corporation is: "Tax Compliance, Inc."

FOURTH: That this amendment shall become effective immediately upon filing with the Secretary of State of the State of Delaware.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has made and signed this Certificate of Amendment this 8th day of September, 2006 and affirms the statements contained herein as true under penalties of perjury.

TCI ACQUISITION CORP.

By: /s/ Paul Mattison _____
Name: Paul Mattison
Title: Chief Financial Officer

Delaware

PAGE 1

The First State

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4205573 8100

060834757

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5031517

DATE: 09-11-06

TRADEMARK

REEL: 003390 FRAME: 0186

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TCI ACQUISITION CORP.

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

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TCI ACQUISITION CORP.

By: /s/ Paul Mattison _____
Name: Paul Mattison
Title: Chief Financial Officer