

08-16-2007



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8-13-07

To the Director of the U. S. Patent and Trademark Office, please return the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Planet Group, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Planet Payment, Inc.

Internal

Address: 670 Long Beach Boulevard

Street Address: _____

City: _____

08-13-2007

State: Long Beach

U.S. Patent & TMO/TM Mail Rpt Dt #30

Country: New York Zip: 11561

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship Delaware

Other _____ Citizenship _____

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

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) June 14, 2007

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
76/666,027; 76/673,865; 76/466,200; 76/465,982; 76/580,042; 76/666,028

B. Trademark Registration No.(s)
2,957,499; 3,175,815; 3,178,962; 2,673,804; 2,865,877; 3,107,364; 2,985,669

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Carter DeLuca Farrell & Schmidt, LLP

Internal Address: _____

Street Address: 445 Broad Hollow Road

Suite 225

City: Melville

State: NY Zip: 11747

Phone Number: (631) 501-5700

Fax Number: (631) 501-3526

Email Address: _____

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 340.00

- Authorized to be charged by credit card
- Charge/credit any deficiency/overpayment
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-2140

Authorized User Name David M. Carter

00000052 7666027
40.00 DP
300.00 DP

9. Signature:

Signature

August 10, 2007

Date

Jeffrey S. Steen
Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

08/13/2007 NJP/HR1
01 F#: 8521
02 F#: 8522

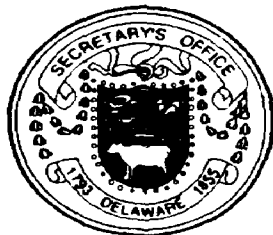
Delaware

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 "PLANET GROUP, INC.", CHANGING ITS NAME FROM "PLANET GROUP, INC." TO "PLANET PAYMENT, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JUNE, A.D. 2007, AT 1:35 O'CLOCK P.M.

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



3109568 8100

070720255

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5768043

DATE: 06-18-07

TRADEMARK
REEL: 003605 FRAME: 0726

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:35 PM 06/18/2007
FILED 01:35 PM 06/18/2007
SRV 070720255 - 3109568 FILE

**CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
PLANET GROUP, INC.
(a Delaware corporation)**

Planet Group, Inc., a Delaware corporation, hereby certifies that:

1. The name of the corporation is Planet Group, Inc. The date of filing its original Certificate of Incorporation with the Secretary of State was October 12, 1999

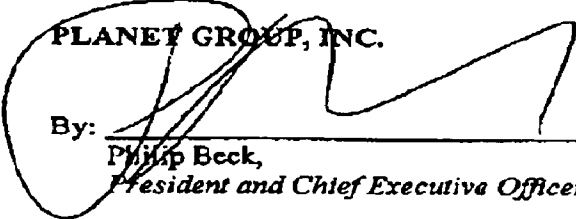
2. At a meeting of the corporation's Board of Directors, resolutions were duly adopted setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of the corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that subject to the approval of the stockholders, the Certificate of Incorporation of the Company be amended to change the name of the Company to "Planet Payment, Inc."

3. At an annual meeting of the corporation's stockholders duly called and held, such amendment was duly adopted by stockholders of the corporation holding a majority of the outstanding shares of capital stock of the corporation, in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment to be signed by its duly authorized officer and the foregoing facts stated herein are true and correct.

Dated: June 14, 2007

PLANET GROUP, INC.
By: 
Philip Beck,
President and Chief Executive Officer

TOTAL P.03