

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
New Castle Processing, Inc.		04/24/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Planet Payment Processing Services, Inc.		
Street Address:	670 Long Beach Blvd.		
City:	Long Beach		
State/Country:	NEW YORK		
Postal Code:	11561		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2698529	IPAY	
CORRESPONDENCE DATA			
Fax Number:	(631)501-3526		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	631.501.5700		
Email:	jsteen@cdfslaw.com		
Correspondent Name:	Jeffrey S. Steen, Carter, DeLuca, Farrell		
Address Line 1:	445 Broad Hollow Road		
Address Line 2:	Suite 420		
Address Line 4:	Melville, NEW YORK 11747		
ATTORNEY DOCKET NUMBER:	949-44		
NAME OF SUBMITTER:	Jeffrey S. Steen		
Signature:	/Jeffrey Steen/		
Date:	09/10/2009		

CH \$40.00 2698529

Total Attachments: 2
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Delaware

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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 "NEW CASTLE PROCESSING, INC.", CHANGING ITS NAME FROM "NEW CASTLE PROCESSING, INC." TO "PLANET PAYMENT PROCESSING SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 2008, AT 3:16 O'CLOCK P.M.

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

4523926 8100

080468699



You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6547355

DATE: 04-24-08

TRADEMARK
REEL: 004059 FRAME: 0216

**CERTIFICATE OF AMENDMENT TO
 CERTIFICATE OF INCORPORATION OF
 NEW CASTLE PROCESSING, INC.**
 (a Delaware corporation)

*State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 03:16 PM 04/24/2008
 FILED 03:16 PM 04/24/2008
 SRV 080468699 - 4523926 FILE*

New Castle Processing, Inc., a Delaware corporation, hereby certifies that:

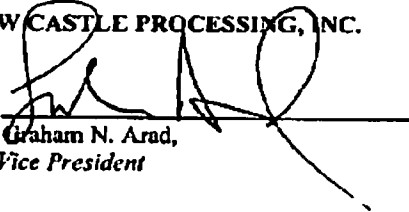
1. The name of the corporation is New Castle Processing, Inc. The date of filing its original Certificate of Incorporation with the Secretary of State was March 25, 2008;
2. At a meeting of the corporation's Board of Directors, resolutions were duly adopted setting forth a proposed amendment of the Amended 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 Processing Services, Inc."

3. By unanimous written consent in lieu of a meeting of the corporation's stockholders, such amendment was duly adopted by stockholders of the corporation holding all 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: April 24, 2008

NEW CASTLE PROCESSING, INC.
 By: 
 Graham N. Arad,
 Vice President

TOTAL P.02