

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CMSI Group, Inc.		04/03/2009	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Credit Management Solutions, Inc.		
<b>Street Address:</b>	8671-B Robert Fulton Drive		
<b>City:</b>	Columbia		
<b>State/Country:</b>	MARYLAND		
<b>Postal Code:</b>	21046		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2817712	EVALUATE	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(813)229-1660		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	813-229-7600		
Email:	jzweig@slk-law.com		
Correspondent Name:	Mindi M. Richter		
Address Line 1:	101 E. Kennedy Blvd., Suite 2800		
Address Line 4:	Tampa, FLORIDA 33602		
ATTORNEY DOCKET NUMBER:	C45565-118833		
NAME OF SUBMITTER:	Mindi M. Richter		
Signature:	/Mindi M. Richter/		
Date:	02/23/2010		

OP \$40.00 2817712

**Total Attachments: 5**

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "CMSI GROUP, INC.", CHANGING ITS NAME FROM "CMSI GROUP, INC." TO "CREDIT MANAGEMENT SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF APRIL, A.D. 2009, AT 6:40 O'CLOCK P.M.

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

4553523 8100

090335231

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7229126

DATE: 04-06-09

TRADEMARK  
REEL: 004154 FRAME: 0561

RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CMSI GROUP, INC.

CMSI Group, Inc., a Delaware corporation, the original certificate of incorporation of which was filed with the Secretary of State of the State of Delaware on May 28, 2008, HEREBY CERTIFIES that this Restated Certificate of Incorporation, restating, integrating and amending its Certificate of Incorporation, was duly adopted by its Board of Directors and its stockholders in accordance with the provisions of Sections 228, 242 and 245 of the Delaware General Corporation Law. The Certificate of Incorporation of CMSI Group, Inc. is hereby amended and restated in its entirety to read as follows:

ARTICLE ONE

The name of the corporation is Credit Management Solutions, Inc.

ARTICLE TWO

The address of the corporation's registered office in the State of Delaware is located at 16192 Coastal Highway in the City of Lewes, County of Sussex, Zip Code 19958. The name of its registered agent at such address is Harvard Business Services, Inc.

ARTICLE THREE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware ("GCL").

ARTICLE FOUR

Part A. Authorized Shares.

The total number of shares of capital stock which the corporation has authority to issue is 200,000 shares, consisting of:

- (1) 20,000 shares of Preferred Stock, par value \$0.01 per share (the "Preferred Stock"); and
- (2) 180,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock").

Upon the filing of this Restated Certificate of Incorporation (the "Effective Time"), each one share of Common Stock issued and outstanding or held as treasury shares immediately prior to the Effective Time shall automatically be reclassified, without any action on the part of the holder thereof, into 1,000 fully paid and nonassessable shares of Common Stock.

The shares of Preferred Stock and Common Stock shall have the rights, preferences and limitations set forth below.

**Part B. Powers, Preferences and Special Rights of the Preferred.**

The corporation's Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares of Preferred Stock to be included in each such series, and to fix the designation, powers, preferences and rights of the Preferred Stock of each such series and any qualifications, limitations or restrictions thereof, and to establish from time to time the number of shares of any such series and the designation thereof and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

**Part C. Powers, Preferences and Special Rights of Common Stock.**

Except as otherwise required by applicable law, all shares of Common Stock shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions.

Section 1. Voting Rights. Except as otherwise required by applicable law, all holders of Common Stock shall be entitled to one vote per share on all matters to be voted on by the corporation's stockholders.

Section 2. Dividends. As and when dividends are declared or paid with respect to shares of Common Stock, whether in cash, property or securities of the corporation, the holders of Common Stock shall be entitled to receive such dividends pro rata at the same rate per share. The rights of the holders of Common Stock to receive dividends are subject to the provisions of the Preferred Stock.

**ARTICLE FIVE**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend, change or repeal the bylaws of the corporation. In addition, the bylaws of the corporation may be amended by the affirmative vote of the holders of at least a majority of the outstanding shares of voting stock of the corporation entitle to vote at an election of directors.

## ARTICLE SIX

Meetings of stockholders may be held within or without the State of Delaware, as the bylaws of the corporation may provide. Special meetings of the stockholders, for any purpose or purposes, may only be called by the Chairman of the Board of Directors of the corporation, the Chief Executive Officer of the corporation, or the affirmative vote of a majority of the Board of Directors of the corporation. The books of the corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the corporation. Election of directors need not be by written ballot unless the bylaws of the corporation so provide. The number of directors of the corporation shall be provided in the bylaws of the corporation.

## ARTICLE SEVEN

No director of the corporation shall be personally liable to the corporation or any stockholder for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director shall be liable under Section 174 of the GCL or any amendment thereto or shall be liable by reason that, in addition to any and all other requirements for such liability, such director (1) shall have breached the director's duty of loyalty to the corporation or its stockholders, (2) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law, or (3) shall have derived an improper personal benefit. If the GCL is hereafter amended to authorize the further elimination or limitation of the liability of a director, the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended.

Each person who was or is made a party or is threatened to be made a party to or is in any way involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), including any appeal therefrom, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or a direct or indirect subsidiary of the corporation, or is or was serving at the request of the corporation as a director or officer of another entity or enterprise, shall be indemnified and held harmless by the corporation, and the corporation shall advance all expenses incurred by any such person in defense of any such proceeding prior to its final determination, to the fullest extent authorized by the GCL. The corporation may enter into contracts to provide such persons with specified rights to indemnification, which contracts may confer rights and protections to the maximum extent permitted by the GCL, as amended and in effect from time to time. If the GCL is hereafter amended to permit the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment, the indemnification rights conferred by this ARTICLE SEVEN shall be broadened to the fullest extent permitted by the GCL, as so amended.

To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents (and any other persons to which Delaware law permits this corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the GCL, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the corporation, its stockholders, and others.

#### ARTICLE EIGHT

The Corporation expressly elects to be governed by Section 203 of the GCL.

#### ARTICLE NINE

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation. The affirmative vote of the holders of at least a majority of the outstanding shares of voting stock of the corporation entitled to vote at an election of directors shall be required to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation which restates, integrates and amends the provisions of the Certificate of Incorporation of the Corporation, and which has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the GCL, has been executed by the undersigned on this 31st day of March, 2009.

CMSI GROUP, INC.

By: /s/ Charles F. Riordan  
Name: Charles F. Riordan  
Title: President and CEO