

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ProPay USA, Inc.		09/25/2007	CORPORATION: UTAH
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	ProPay, Inc.		
<b>Street Address:</b>	3400 Ashton Blvd. Suite 200		
<b>City:</b>	Lehi		
<b>State/Country:</b>	UTAH		
<b>Postal Code:</b>	84043		
<b>Entity Type:</b>	CORPORATION: UTAH		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3086249	PRESS TO PAY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(435)635-3016		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	435-674-5739		
<b>Email:</b>	mreidrussell@skyviewmail.com		
<b>Correspondent Name:</b>	M. Reid Russell		
<b>Address Line 1:</b>	854 W 3390 S		
<b>Address Line 4:</b>	Hurricane, UTAH 84737		
<b>ATTORNEY DOCKET NUMBER:</b>	7686		
<b>NAME OF SUBMITTER:</b>	M. Reid Russell		
<b>Signature:</b>	/M. Reid Russell/		
<b>Date:</b>	06/01/2011		

OP \$40.00 3086249

**Total Attachments: 4**

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OCT 12 2007

ARTICLES OF AMENDMENT  
of the  
ARTICLES OF INCORPORATION  
of

Utah Div. Of Corp. & Comm. Code

PROPAY USA, INC.,  
a Utah Corporation

(which is changing its name hereby to  
PROPAY, INC.)

Pursuant to the provisions of the Utah Revised Business Corporation Act, as amended (the "Act"), the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation prior to the effectiveness of the filing of these Articles of Amendment is ProPay USA, Inc. Upon the filing of these Articles of Amendment, the name of the corporation will be changed to ProPay, Inc.
2. Article I of the Articles of Incorporation of the corporation is hereby amended to read in its entirety as follows:

ARTICLE I - NAME

The name of the Corporation is ProPay, Inc."

3. The foregoing amendment to the Articles of Incorporation does not provide for any exchange, reclassification or cancellation of issued shares.
4. The amendment to the Articles of Incorporation set forth above was adopted by the shareholders of the corporation at a special meeting of the shareholders of the corporation held on September 25, 2007 (the "Special Meeting") in accordance with the requirements of the Act.
5. Upon the adoption of the foregoing amendment to the Articles of Incorporation, the corporation had two (2) classes of shares outstanding, designated as Preferred Stock, (No Par Value), of which 944,000 shares were outstanding, and Common Stock, (No Par Value), of which 15,581,878 shares were outstanding. For purposes of adopting the foregoing amendment to the Articles of Incorporation, the holders of outstanding shares of Preferred Stock and Common Stock voted together as a single voting group.

10-12-07P01:39 RCVD



Date: 10/12/2007  
Receipt Number: 2267130  
Amount Paid: \$37.00

6. The outstanding shares of Preferred Stock and Common Stock were each entitled to one (1) vote per share on the amendment. The total number of votes indisputably represented at the Special Meeting with respect to approval of the amendment by the holders of the Preferred Stock and Common Stock was 11,768,877. The number of shares voted in favor of the amendment was 11,768,877. The number of votes cast for the amendment by the holders of the Preferred Stock and Common Stock was sufficient for approval of the amendment.

**IN WITNESS WHEREOF**, these Articles of Amendment are hereby executed, effective as of the 9th day of October, 2007.

PROPAY USA, INC.

(which is changing its name hereby to  
PROPAY, INC.)

By: 

Name: Gary Goodrich

Title: President and CEO

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**ARTICLE OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION OF PROPAY USA, INC.,  
AMENDING AND REVISING THE CORPORATE ENTITY  
DESIGNATION OF PROPAY USA, INC.**

ProPay USA, Inc. a Utah corporation (hereinafter referred to as the "Corporation"), acting pursuant to Sections 16-10a-602 and 16-10a-1002 of the Utah Revised Business Corporation Act (hereinafter referred to as the "Act"), does hereby adopt and submit the following Article of Amendment to its Articles of Incorporation, as previously amended and restated, for the purpose of amending and revising the corporate entity designation of ProPay USA, Inc.:

1. The name of this Corporation is ProPay USA, Inc.
2. A new Article I shall hereby amend, replace and serve in lieu of Article I of the Corporation's Articles of Incorporation, as previously in effect, to read in its entirety as follows:

**ARTICLE I  
NAME**

The name of the Corporation shall be: ProPay, Inc.

IN WITNESS WHEREOF, this Article of Amendment is hereby executed,  
effective as of the 23 day of May, 2006.

**PROPAY USA, INC.**

By: Chris Jensen  
Chris Jensen

Title: Secretary



500 Timpanogos Parkway  
Orem, Utah 84097

Tel: 801.852.4100  
Fax: 801.852.4107

Web: [www.propay.com](http://www.propay.com)

January 15, 2008

Internal Revenue Service  
1973 N. Rulon White Boulevard  
Ogden, UT 84404

Attention: BMF Entity Unit

ProPay is submitting a name change request from ProPay USA, Inc. to ProPay, Inc.

Following is the information that you requested:

- Our Tax ID# is 84-1393599.
- Our previous company name, address and phone number was ProPay USA, Inc., 500 Timpanogos Parkway, Bldg. S, Orem, UT 84097, 801-852-4100.
- Our new company name, address and phone number is ProPay, Inc., 500 Timpanogos Parkway, Bldg S, Orem, UT 84097, 801-852-4100.
- The date the name change was official was October 9, 2007.
- A copy of the minutes of the Board Meeting, where this change was voted and approved by the Board Members, is enclosed.
- A copy of our amended Articles of Incorporation is enclosed.

Please update our records accordingly. Also, we would like to request a 147C letter.

Thank you.

Sincerely,

Frank A. Allen  
Executive VP Legal Counsel

FAA:lc

Enclosures: Board Meeting Minutes and Amended Articles of Incorporation.