

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
ProPay USA, Inc.		09/25/2007	CORPORATION: UTAH
RECEIVING PARTY DATA			
Name:	ProPay, Inc.		
Street Address:	3400 Ashton Blvd. Suite 200		
City:	Lehi		
State/Country:	UTAH		
Postal Code:	84043		
Entity Type:	CORPORATION: UTAH		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3096435	PUSH TO PAY	
CORRESPONDENCE DATA			
Fax Number:	(435)635-3016		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	435-674-5739		
Email:	mreidrussell@skyviewmail.com		
Correspondent Name:	M. Reid Russell		
Address Line 1:	854 West 3390 South		
Address Line 4:	Hurricane, UTAH 84737		
ATTORNEY DOCKET NUMBER:	7687		
NAME OF SUBMITTER:	M. Reid Russell		
Signature:	/mreidrussell/		
Date:	04/02/2012		

OP \$40.00 3096435

Total Attachments: 4

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RECEIVED
OCT 12 2007

ARTICLES OF AMENDMENT
of the
ARTICLES OF INCORPORATION
of
PROPAY USA, INC.,
a Utah Corporation

Utah Div. Of Corp. & Comm. Code

(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

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.