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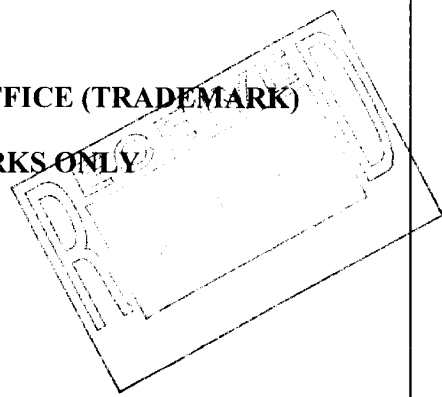


IN THE UNITED STATES

100770316

OFFICE (TRADEMARK)

RECORDATION COVER SHEET - TRADEMARKS ONLY



Box: Assignment
Commissioner of Patents and Trademarks
Washington, D.C. 20231

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

We hereby request that the attached document be recorded to reflect a change of name of Registrant from Infinet Payment Services, Inc. to NYCE Corporation.

(1) The former name of the Applicant was:

INFINET PAYMENT SERVICES, INC.

(2) The new name and present address of the Applicant is:

NYCE CORPORATION
300 TICE BOULEVARD
WOODCLIFF LAKE, NEW JERSEY 07675-8405

(3) The transaction to be recorded is:

CHANGE OF NAME OF APPLICANT.

(4) Registration numbers against which the document is to be recorded is:

- a. Registration No.: 1,373,041 : NEW YORK CASH EXCHANGE
- b. Registration No.: 1,375,051 : NYCE
- c. Registration No.: 1,410,852 : NYCE NEW YORK CASH EXCHANGE (and Design)
- d. Registration No.: 1,416,918 : NEW YORK CASH EXCHANGE
- e. Registration No.: 1,505,133 : NYCE (and Design)
- f. Registration No.: 1,707,197 : NYCE (and Design)
- g. Registration No.: 1,905,921 : YANKEE 24
- h. Registration No.: 1,905,922 : YANKEE 24 (and Design).

Reg. No. Ref: 07/20/1998 SSMITH 0009310600
DNI: 024270 Name/Number: 1373041
FC: 704 \$25.00 CR

07/20/1998 SSMITH 00000059 1373041
01 FC:481 40.00 OP
02 FC:482 175.00 OP

TRADEMARK RECORDAL SHEET
Sheet 1 of 2 sheets

TRADEMARK
REEL: 1756 FRAME: 0518

- (5) Name and address and telephone number of party to whom correspondence concerning documents should be mailed to:

EUGENE D. BERMAN, ESQ.
BROWN RAYSMAN MILLSTEIN FELDER & STEINER LLP
120 WEST 45TH STREET
NEW YORK, NEW YORK 10036
(212) 944-1515.

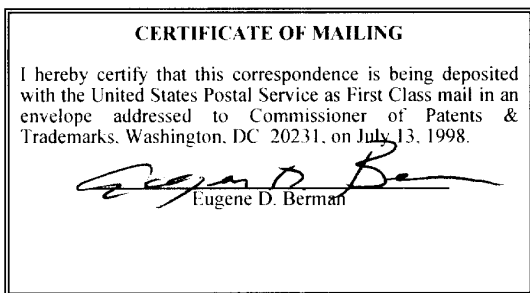
- (6) Total number of registrations involved is:

EIGHT (8)

- (7) Pursuant to 37 C.F.R. § § 3.41 and 2.6(b)(6), the total fee is estimated at \$240.00, reflecting the total amount of \$40.00 for recording a change of name for the first registration plus \$25.00 for each subsequent registration.
- (8) The attached Certificate of Amendment was filed with the Delaware Secretary of State on January 25, 1996.
- (9) The Commissioner is hereby authorized to charge any deficiencies in the fees associated with this document or its related correspondence to BROWN RAYSMAN & MILLSTEIN DEPOSIT ACCOUNT NO. 02-4270.
- (10) To the best of my knowledge and belief, the foregoing information is true and correct and any copy submitted is a true copy of the original document.

Dated: July 13, 1998

Respectfully submitted,



Eugene D. Berman
Eugene D. Berman
Attorney for Applicant
BROWN RAYSMAN MILLSTEIN
FELDER & STEINER LLP
120 West 45th Street
New York, New York 10036
(212) 944-1515

119321

TRADEMARK RECORDAL SHEET
Sheet 2 of 2 sheets

TRADEMARK
REEL: 1756 FRAME: 0519

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 "INFINET PAYMENT SERVICES, INC.", CHANGING ITS NAME FROM "INFINET PAYMENT SERVICES, INC." TO "NYCE CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 1996, AT 9:01 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7849044

TRADE MARK 03-01-96

REEL: 1756 FRAME: 0520

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CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION

SECRETARY OF STATE
DELAWARE

FILED 09:01 AM 01/25/1996
960024124 - 2376559

▶ InfNet Payment Services, Inc.
a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

▶ FIRST: That at a meeting of the Board of Directors of InfNet Payment Services, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is NYCE Corporation."

▶ SECOND. That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

▶ THIRD. That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

▶ FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

▶ IN WITNESS WHEREOF, said InfNet Payment Services, Inc.

has caused this certificate to be signed by

Richard P. Yanak, its President,

and James S. Judd, its Secretary,

this 24th day of January, 19 96.

BY: Richard P. Yanak
President
ATTEST: James S. Judd
Secretary

AMENDMENT
Doc. 20 65/78/0303