

MNO 5-14-99

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

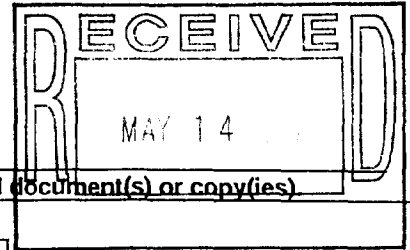
05-21-1999

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101044110

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other 1864445

Effective Date
Month Day Year
06 07 96

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year
042596

Name MERRIN - ADP INCORPORATED

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization New York

Receiving Party

Mark if additional names of receiving parties attached

Name MERRIN FINANCIAL - ADP INCORPORATED

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1740 Broadway

Address (line 2) 10th Floor

Address (line 3) New York New York 10019
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization New York

FOR OFFICE USE ONLY

05/19/1999 MTHAI1 00000079 1864445

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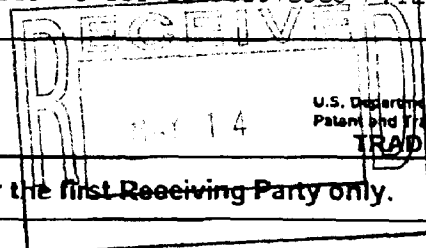
Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503
TRADEMARK

REEL: 001899 FRAME: 0429

FORM PTO-1618B
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Page 2



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Patent and Trademark Office
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

MERRIN FINANCIAL - ADP INCORPORATED

By James B. Benson, President

Name of Person Signing

Signature

5/4/99

Date Signed

CSC 45

F 960607 0 00575

Certificate of Amendment of the Certificate of Incorporation
of

Merrin - ADP Incorporated

Under Section 805 of the Business Corporation Law

FIRST: The name of the corporation is Merrin - ADP Incorporated. The name under which the corporation was formed is Merrin Financial Inc.

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on August 8, 1985.


THIRD: The amendment of the certificate of incorporation effected by this certificate of amendment is to change the name of the corporation.

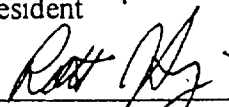
FOURTH: To accomplish the foregoing amendment, Article First of the certificate of incorporation, relating to the name of the corporation is hereby stricken out in its entirety, and the following new Article is substituted in lieu thereof:

"FIRST: The name of the corporation is Merrin Financial - ADP Incorporated."

FIFTH: The manner in which the foregoing amendment of the certificate of incorporation was authorized was by the unanimous vote of the members of the Board of Directors, followed by a vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.

IN WITNESS WHEREOF, we have subscribed this document on April 25, 1996.


James B. Benson
President


Robert J. Singer
Assistant Secretary

State of New York,
Banking Department

I, Edmund P. Rogers III, Deputy Superintendent of Banks of the State of New York, hereby approve, pursuant to the New York Business Corporation Law Section 301(a)(5)(B) as amended, the use of the word or a derivative of the word "finance" in the name of **MERRIN FINANCIAL - ADP INCORPORATED.**

Witness, my hand and official seal of the Banking Department at the City of New York,
this 29th day of May in the Year of our Lord
one thousand nine hundred and ninety-six.

3

E. P. Rogers III
TRADEMARK

CSC 45

F980607000575

CERTIFICATE OF AMENDMENT
 OF THE
 CERTIFICATE OF INCORPORATION
 OF
 MERRIN-ADP INCORPORATED
 UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

AUTOMATIC DATA PROCESSING
 ONE ADP BOULEVARD
 ROSELAND, NEW JERSEY 07068-1728

ICC
 STATE OF NEW YORK
 DEPARTMENT OF STATE
 FILED JUN 07 1996
 TAX S _____
 BY: LAS
 NEW YORK

REC'D
 JUN 12 2 09 PM '96

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BILLED

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RECEIVED
 JUN 11 1996