



11-17-2000

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TRADEMARKS ONLY

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

Submission Type

10-16-00

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

Conveyance Type

- Assignment License
- Security Agreement
- Merger
- Change of Name Effective Date
Month Day Year
November 1, 1999
- Other _____

Conveying Party

___ Mark if additional names of conveying parties attached

Name E.PRIMUS, INC.

Execution Date
Month Day Year
June 8, 2000

d/ba _____

- Individual General Partnership Limited Partnership Corporation
- Association Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

___ Mark if additional names of receiving parties attached

Name ePRIMUS Credit Technologies, Inc

DBA/AKA/FKA _____

Composed of _____

Address (line 1) 810 Richards Street, Suite 1000

Address (line 2) Honolulu, Hawaii 96813

Address (line 3) _____

- Individual General Partnership Limited Partnership
 - Corporation Association
 - Limited Liability Company Other _____
- 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

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

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REEL: 002178 FRAME: 0389

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 (212) 309-6982

Name Adam R. Agensky, Esq.

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP, Attn: TMSU

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036-5869

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

2

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

Trademark Application Number(s)
75/754,484

Registration Number(s)

Number of Properties Enter the total number of properties involved. 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00
Method of Payment: Enclosed X Deposit Account X

(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: 13-4520

Authorization to charge additional fees: Yes X 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.

Adam R. Agensky
Name of Person Signing

Adam R. Agensky
Signature

10/16/2000
Date Signed

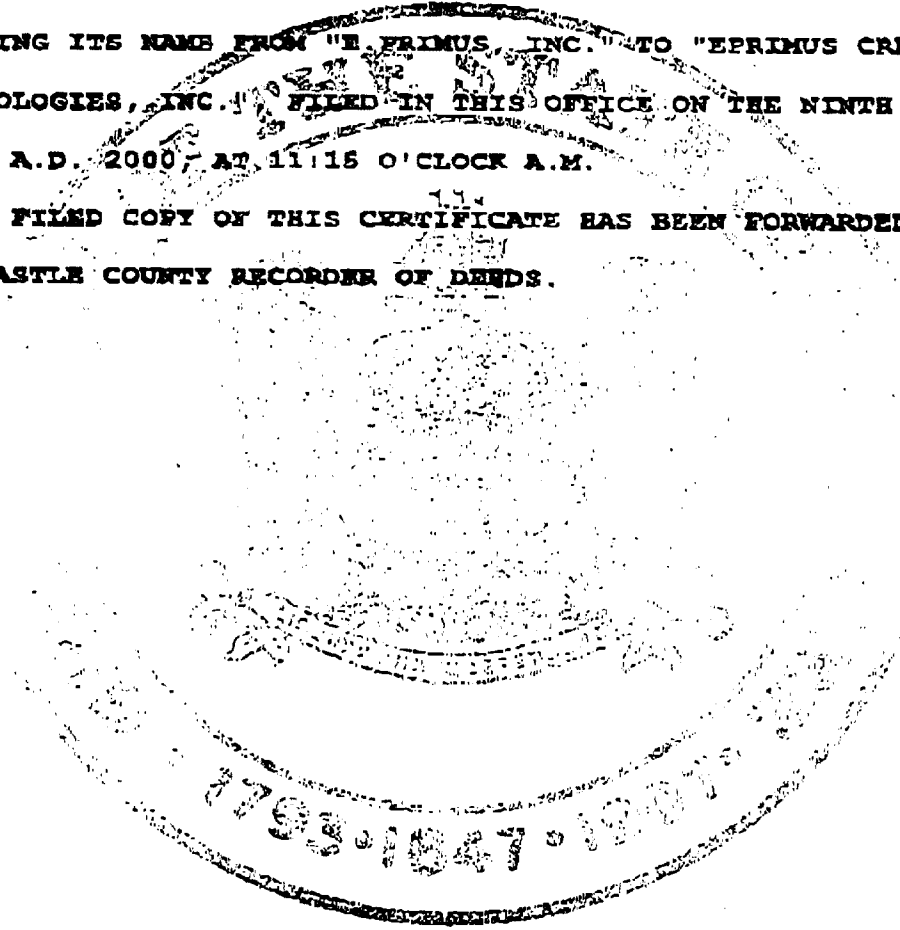
State of Delaware

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Office of the Secretary of State

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 "E.PRIMUS, INC.", CHANGING ITS NAME FROM "E. PRIMUS, INC." TO "EPRIMUS CREDIT TECHNOLOGIES, INC." FILED IN THIS OFFICE ON THE NINTH DAY OF JUNE, A.D. 2000, AT 11:15 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

06-09-00

DATE:

OCT 11 '00 15:51

12 2000 09:41

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
E.PRIMUS, INC.**

Pursuant to Section 242 of the Delaware General Corporation Law

E.PRIMUS, INC., a Delaware corporation (the "Corporation"), hereby certifies as follows:

FIRST: The Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of Delaware on July 6, 1999 and a copy was recorded in the County Recorder of Deeds of New Castle, Delaware. An Amended and Restated Certificate of Incorporation was filed November 1, 1999 and a copy was recorded in the County Recorder of Deeds of New Castle, Delaware.


SECOND: The Amended and Restated Certificate of Incorporation is hereby amended to change the name of the corporation by striking the first paragraph of the Certificate of Incorporation in its entirety and inserting the following new first paragraph as follows:

"First: The name of the corporation is ePRIMUS Credit Technologies, Inc."

THIRD: This Amendment to the Certificate of Incorporation was duly adopted by the Written Consent of the Sole Director and by the Written Consent of the Sole Shareholder, the holder of all outstanding stock of the Corporation entitled to vote, in accordance with Sections 141(f), 228 and 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of its Amended and Restated Certificate of Incorporation to be executed by its President this 8th day of June, 2000.

ePRIMUS, Credit Technologies, Inc.
formerly known as E.PRIMUS, INC.


Jay Shindler
President

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