2-26-2000 FORM PTO-1594 (Modified) 1-31-92



HEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

i dani i maka da	Attorney Docket No.: 10124-6
1	01561214
To the Honorable Commissioner of Patent and Trademarks: Ple	
Name of conveying party(ies):	Name and address of receiving party(ies):
Copelco Capital, Inc.	Citicorp Vendor Finance, Inc. 700 East Gate Drive Mount Laurel, NJ 08054-5404
3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [X] Change of Name [] Other: Execution Date: October 18, 2000	[] Individual(s) citizenship: [] Association: [] General Partnership: [] Limited Partnership: [X] Corporation-State: Delaware [] Other: If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: [] Yes; [] No
	(Designations must be a separate document from Assignment)
 4. Application number(s) or registration number(s): A. Trademark Application No.(s): 74/626,330 75/400,769 75/630,950 75/762,465 76/025,220 	B. Trademark Registration No.(s): 1,283,778 1,377,658 1,567,721 1,610,944 1,614,233 1,972,443 1,994,533 2,051,775 2,373,154 2,373,155
Name and address of party to whom correspondence document should be mailed:	Total number of applications and registrations involved: [15]
Roberta Jacobs-Meadway AKIN, GUMP, STRAUSS, HAUER & FELD,L.P. One Commerce Square 2005 Market Street, 22nd Floor Philadelphia, PA 19103-7086 Telephone: 215-965-1200 Facsimile: 215-965-1210 E-Mail: rjacobs-meadway@akingump.com	7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 =\$ 40.00 14 x \$25.00 =\$ 350.00 [x] Check enclosed for \$390.00
	8. Any additional fees may be charged to Deposit account number 50-1017
DC	NOT USE THIS SPACE
9. Statement and signature To the best of my knowledge and belief, the foregoing inform of the original document.	ation is true and correct and any attached copy is a true copy
Roberta Jacobs-Meadway Name of Person	Signing Signature Date Total number of pages including cover sheet, attachments and documents
OMB No. 0651-0011 (exp. 4/94)	

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TRADEMARK REEL: 002199 FRAME: 0884

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 "COPELCO CAPITAL, INC.",
CHANGING ITS NAME FROM "COPELCO CAPITAL, INC." TO "CITICORP
VENDOR FINANCE, INC." FILED IN THIS OFFICE ON THE NINETEENTH
DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTEENTH DAY OF NOVEMBER, A.D. 2000.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0742700

DATE: 10-19-00

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TRADEMARK REEL: 002199 FRAME: 0885 STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 10/19/2000 001526211 - 2105570

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF COPELCO CAPITAL, INC.

It is hereby certified that:

- 1. The name of the corporation (hereinafter called the "Corporation") is Copolco Capital, Inc.
- 2. As of the start of business November 13, 2000, the certificate of incorporation of the corporation is hereby amended by striking out Article One thereof and by substituting in lieu of said Article the following new Article:

"Article One: The name of the corporation (hereinafter called the "Corporation") is Citicorp Vendor Finance, Inc.".

The amendment(s) of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Sections 222 and 242 of the General Corporation Law of the State of Delaware.

Signed and attested to on October 18, 2000.

Appeny Crachiolo

Vice Presiden

Lauffen Zinn Abel Assistant Secretary

STATE OF NEW JERSEY

RECORDED: 12/04/2000

Attest:

)SS.:

COUNTY OF BURLINGTON

BE IT REMEMBERED that, on October 18, before me, a Notary Public duly authorized by law to take acknowledgment of deeds, personally came or all the property of Copelco Capital, Inc., who dully signed the foregoing instrument before me and acknowledged that such signing is his act and deed, that such act and deed, that such instrument as executed is the act and deed of said corporation, and that the facts stated therein are true.

GIVEN under my hand on Cictober 18, 2000

MICOLE MARIE ALBRECHT MOTARY PUBLIC OF NEW JEFERY MY COMMISSION EXPINES MAY 27, 2004 Notary Public

TOTAL P. a.