

03-15-2001

no. Esq.

"D"



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7384-0078 & 7384-0079

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
HJ Corporation
30 South Meridian Street
Indianapolis, Indiana 46204

Individual(s) Association
 Partnership Limited Partnership
 Corporation **Delaware**
 Other _____

Additional name(s) of conveying party(ies) attached?
 Yes No
2-28-01

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 2/27 2001
Effective Date: 2/27 2001

4. Application number(s) or Registration number(s):

A. Trademark Application No.(s) **75/817,100**
75/817,101

2. Name and address of receiving party(ies):
USA SERVICING CORPORATION

Individual(s) Association
 General Partnership Limited Partnership
 Corporation **Delaware**
 Other _____

Internal Address: c/o Eric Reicin

Street Address: **11600 Sallie Mae Drive**

City: **Reston** State: **Virginia** ZIP: **20193**

Additional name(s) & address(es) attached? Yes No



02-28-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #01

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **E. Victor Indiano**

Internal Address:

Street Address: **One North Pennsylvania Street**
Suite 850
Indianapolis, Indiana 46204

Telephone: **(317) 822-0033**

6. Total number of applications and trademarks involved: 2

7. Total fee (37 CFR 3.41):.....\$65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 50-1590. Commissioner hereby authorized to charge any defect in fees or credit any overpayment to said deposit account. (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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9. 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.
Eric D. Reicin [Signature]
Name of Person Signing Signature

Date: 2/27/01 2001

Total number of pages including cover sheet, attachments, and document:

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 "HIJ CORPORATION", CHANGING ITS NAME FROM "HIJ CORPORATION" TO "USA SERVICING CORPORATION", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JULY, A.D. 2000, AT 2:05 O'CLOCK P.M.

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



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

Edward J. Freel, Secretary of State

3242763 8100

001385515

AUTHENTICATION:

0591554

DATE:

07-31-00

TRADEMARK
REEL: 002252 FRAME: 0148

**CERTIFICATE OF INCORPORATION
OF
HIJ CORPORATION**

FIRST: The name of the Corporation is HIJ Corporation (hereinafter the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law (the "DGCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, par value one cent (\$.01) per share.

FIFTH: The name and mailing address of the incorporator is Mary K. Stewart, 11600 Sallie Mae Drive, Reston, VA 20193.

SIXTH: The following provisions are inserted for the management of the business and conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the Bylaws of the Corporation.

(3) The number of directors of the Corporation shall initially be one, and thereafter shall be such number as from time to time is fixed by resolution of the Board of Directors in accordance with the Bylaws. Election of directors need not be by written ballot unless the Bylaws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the

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time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation, and any Bylaws adopted by the stockholders; provided, however, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

SEVENTH: Meeting of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein granted subject to this reservation.

NINTH: The powers of the Incorporator shall terminate upon the filing of this Certificate of Incorporation, and the following persons, having the indicated mailing addresses, shall each serve as the initial directors of the Corporation until the first annual meeting of the stockholders of the Corporation and their respective successor or successors are elected and qualify or until earlier resignation, removal or death:

Marianne M. Keler

11600 Sallie Mae Drive
Reston, VA 20193

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 12th day of June, 2000.

Mary K. Stewart

Mary K. Stewart, Paralegal
Sole Incorporator

**FIRST AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
HIJ CORPORATION**

HIJ Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Sole Director of said corporation, by written consent, adopted the following resolution as of July 31, 2000.

RESOLVED, that the Sole Director deems it advisable to amend the Corporation's Certificate of Incorporation to delete Article FIRST in its entirety and to replace it with the following:

FIRST: The name of the Corporation shall be USA Servicing Corporation (hereinafter, the "Corporation").

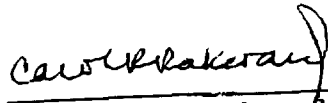
SECOND: That in lieu of a meeting and vote of the Sole Stockholder, the Sole Stockholder has given written consent, as of July 31, 2000, to said amendment in accordance with the provisions of Section 228 of the Delaware General Corporation Law.

THIRD: That the aforesaid amendment was duly adopted in accordance with the provisions of Section 242 and 228 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, said Corporation has caused this Certificate of Amendment to be executed by the undersigned individual as of this 31st day of July, 2000.

HIJ CORPORATION

By:


Name: Carol R. Rakatansky
Title: Assistant Secretary