

04-12-2001



FORM PTO-1618A
Expires 06/30/99
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U.S. Department of Commerce
Patent and Trademark Office

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3-29-01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type		Conveyance Type	
<input type="checkbox"/> New		<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Resubmission (Non-Recordation)		<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
Document ID # _____		<input type="checkbox"/> Merger	Effective Date
<input type="checkbox"/> Correction of PTO Error		<input checked="" type="checkbox"/> Change of Name	Month Day Year
Reel # _____ Frame# _____		<input type="checkbox"/> Other	05/15/2000
<input type="checkbox"/> Corrective Document		<input type="checkbox"/> Other	
Reel # _____ Frame# _____			

Conveying Party Mark if additional names of conveying parties attached

Name Visa Shared Services Organization, Inc. Execution Date May 15, 2000
 Formerly _____ 76020890

Individual General Partnership Limited Partnership Corporation Association
 Other _____
 Citizenship/State of Incorporation/Organization Delaware

Receiving Party Mark if additional names of conveying parties attached

Name Inovant, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 900 Metro Center Boulevard

Address (line 2) _____

Address (line 3) Foster City California/USA 94404
 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.
 Corporation Association (Designation must be a separate document from Assignment.)
 Other _____
 Citizenship/State of Incorporation/Organization Delaware

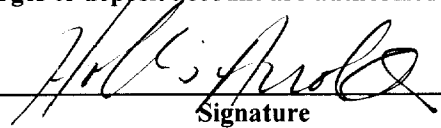
FOR OFFICE USE ONLY

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 REQUEST TO RECORD ASSIGNMENT DOCUMENT 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. 20231

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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 (415) 772-6881	
Name Beth M. Goldman, Esq.			
Address (line 1) Heller Ehrman White & McAuliffe LLP			
Address (line 2) 333 Bush Street			
Address (line 3) San Francisco, CA 94104-2878			
Address (line 4) _____			
Pages	Enter the total number of pages of the attached conveyance document including any attachments		# Seven (7)
Trademark Application Number(s) or Registration Numbers(s)		<input type="checkbox"/> Mark if additional numbers attached	
<i>Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).</i>			
Trademark Application Number(s)		Registration Number(s)	
76/020,890			
Number of Properties	Enter the total number of properties involved.	# One (1)	
Fee Amount	Fee Amount for Properties Listed (37 CFR 3.41):	#\$ 40.00	
Method of Payment:	Enclosed [X]	Deposit Account []	
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)			
Deposit Account Number: # 08-1645 (Ref. # 13118-1006)			
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.			
Hollis B. Arnold, Esq.			March 28, 2001
Name of Person Signing		Signature	Date Signed

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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "INOVANT, INC." AS RECEIVED AND FILED IN THIS OFFICE.

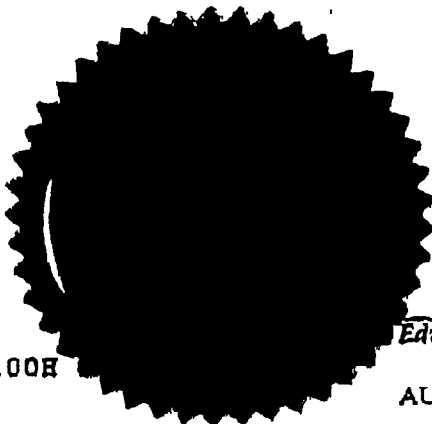
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTIETH DAY OF MARCH, A.D. 2000, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRD DAY OF APRIL, A.D. 2000.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "VISA SHARED SERVICES ORGANIZATION, INC." TO "INOVANT, INC.", FILED THE FIFTEENTH DAY OF MAY, A.D. 2000, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 03/30/2000
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CERTIFICATE OF INCORPORATION

OF

VISA SHARED SERVICES ORGANIZATION, INC.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is;

Visa Shared Services Organization, Inc.

ARTICLE II

REGISTERED OFFICE

The address of the registered office of the corporation in the State of Delaware is 9 East Lockerman Street, in the City of Dover 19901, County of Kent, and the name of its registered agent at that address is National Registered Agents, Inc.

ARTICLE III

PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

AUTHORIZED CAPITAL STOCK

The corporation shall be authorized to issue one class of stock to be designated "Common Stock"; the total number of shares which the corporation shall have authority to issue is one thousand (1,000) and each such share shall have a par value of \$.0001.

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Except as otherwise required by law or as set forth in this Certificate of Incorporation, each holder of any shares of Common Stock issued and outstanding shall have one vote for each outstanding share of Common Stock held, and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law and as provided in this Certificate of Incorporation.

Notwithstanding the foregoing, in addition to any other rights provided by law or by this Certificate of Incorporation, as long as Visa International (as hereinafter defined) holds at least a majority of the then outstanding shares of Common Stock, this corporation shall not take any action or engage in any course of conduct inconsistent with any Notice of Irreparable Harm (as hereinafter defined) received from Visa International.

"Notice of Irreparable Harm" means a resolution of the board of directors of Visa International, acting as holder of a majority of the outstanding shares of Common Stock, which identifies any specific action or course of conduct by this corporation that, in Visa International's sole opinion, will cause substantial, unjustifiable and irreparable harm to Visa International's brand or the global acceptance of its payment products. Any Notice of Irreparable Harm must be accompanied by a certificate of the secretary or any assistant secretary of Visa International, certifying that the resolution was duly adopted by the board of directors of Visa International with the requisite majority or super-majority vote, as the case may be, required under Visa International's charter instruments.

"Visa International" means Visa International Service Association, a Delaware membership corporation.

ARTICLE V

INCORPORATOR

The name and mailing address of the incorporator of the corporation is:

Tami Gerardi
National Corporate Research, Ltd.
9 East Lockerman Street
Dover, Delaware 19901

ARTICLE VI

BOARD POWER REGARDING BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the bylaws of the corporation.

ARTICLE VII

ELECTION OF DIRECTORS

Elections of directors need not be by written ballot unless the bylaws of corporation shall so provide.

ARTICLE VIII

LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the Delaware General Corporation Law as same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended after the date of the filing of Certificate of Incorporation to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as amended from time to time. No repeal or modification of this Article VIII by the stockholders shall adversely affect any right or protection of a director of the corporation existing by virtue of this Article VIII at the time of such repeal or modification.

ARTICLE IX

CORPORATE POWER

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE X

CREDITOR COMPROMISE OR ARRANGEMENT

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on application in a summary way of this corporation or of any creditor or stockholder thereof or the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or any receiver or receivers appointed for this corporation under the provisions of Section 27 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of

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reorganization of this corporation as a consequence of such compromise or arrangement, the compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/ or all the stockholders or class of stockholders, of this corporation, as the case may be, and all of this corporation.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of the Delaware General Corporation Law, does make and file this Certificate of Incorporation.

This document shall become effective on April 3, 2000.

Dated: March 30, 2000


Tami Gerardi, Incorporator

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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF**

VISA SHARED SERVICES ORGANIZATION, INC.

The undersigned, Thomas McGuinness, hereby certifies that:

1. He is the Secretary of Visa Shared Services Organization, Inc., a Delaware corporation (the "Corporation").
2. Article One of the Certificate of Incorporation of the Corporation is amended to read in its entirety as follows:

"ARTICLE I

NAME OF CORPORATION

The name of this corporation is

Inovant, Inc."

3. The foregoing Certificate of Amendment has been duly approved by the Board of Directors of the Corporation.
4. The foregoing Certificate of Amendment has been duly approved by the required vote of stockholders of the Corporation in accordance with the applicable provisions of Sections 228 and 242 of the Delaware General Corporation Law and the Corporation's Certificate of Incorporation.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 PM 05/15/2000
001246362 - 3200456

The undersigned declares under penalty of perjury under the laws of the State of Delaware that the matters set forth in this Certificate of Amendment are true and correct of his own knowledge.

Dated: May 15, 2000



Thomas M Guinness, Secretary

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