

RECORDATION FORM COVER
TRADEMARKS ONLY



101688188

APR 17 2001

Our Ref.: 52/4-0001, -0002 and -0003

To the Commissioner of Patents and Trademarks:

Please record the attached original documents or copy thereof.

ATTN: BOX ASSIGNMENT

1. Name of conveying party(ies):

ePrimus Credit Technologies, Inc.
a Delaware corporation

MRI
4.17.01

Additional name(s) of conveying party(ies) attached?
 Yes No

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

Primus Corporate Services, Inc.
a Delaware corporation

Street Address: 810 Richards Street, Suite 1000

City: Honolulu State: Hawaii Zip: 96813
Domestic Representative designation attached? Yes No

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Effective Date: February 1, 2001
Execution Date: January 29, 2001

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

A. Trademark Application No.(s)
75/886,378, 75/826,522 and 75/754,484

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: Adam R. Agensky, Esq.
Internal Address: Morgan, Lewis & Bockius LLP
Attn: TMSU

Street Address: 1800 M Street, N.W.
City: Washington State: DC Zip: 20036

6. Total number of applications and trademarks involved: 3

7. Total fee (37 C.F.R §3.41): \$90.00
 Enclosed
 Authorized to be charged to deposit account 13-4520
 Debit insufficiency or credit over payment to Deposit Account No. 13-4520

8. Deposit account number: 13-4520
Attach duplicate of page if paying by deposit account

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.

Margaret A. Delacruz
Name of Person Signing

Margaret A. Delacruz
Signature

April 17, 2001
Date

Total number of pages including cover sheet, attachments and documents: 3

TRUST 302-693-5049

(FEB) 2 6 01 14:31 ST. 14:31 NO 4862069803 P 2

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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 "EPRIMUS CREDIT TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "EPRIMUS CREDIT TECHNOLOGIES, INC." TO "PRIMUS CORPORATE SERVICES, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF FEBRUARY, A.D. 2001, AT 1 O'CLOCK P.M.

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

3066045 8100

010059164



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0957309

DATE: 02-06-01

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
EPRIMUS CREDIT TECHNOLOGIES, INC.

Pursuant to Section 242 of the Delaware General Corporation Law

ePRIMUS Credit Technologies, 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. An amendment to the certificate of to the Certificate of Incorporation was filed June 9, 2000 and a copy was recorded in the County Recorder of Deeds of New Castle, Delaware.

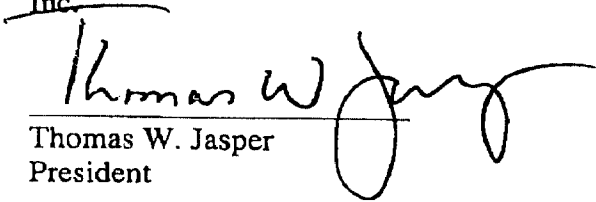
SECOND: The Amended and Restated Certificate of Incorporation is hereby amended to change the name of the corporation by striking the first paragraph of the Certificate of Incorporation in its entirety and inserting the following new first paragraph as follows:

"First: The name of the corporation is Primus Corporate Services, Inc."

THIRD: This Amendment to the Certificate of Incorporation was duly adopted by the Written Consent of the Sole Director and by the Unanimous Written Consent of the Stockholders, the holders 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 29th day of January, 2001.

Primus Corporate Services, Inc. formerly
known as ePRIMUS Credit Technologies,
Inc.


Thomas W. Jasper
President

1-NY/1244735.1