



101811577

1 document or copy thereof.

To the Honorable Commi-

1. Name of conveying party(ies)

Susquehanna Partners, GP

Name and address of receiving party(ies)

Name: Susquehanna International Group, LLP

Internal Address:

Street Address: 410 City Line Avenue, Suite 220

City: Philadelphia State: PA ZIP: 19004-1188

Individual(s)

Association

General partnership

Limited Partnership

Corporate-State

8-3-01

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

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other

Execution Date:

Individual(s) citizenship

Association

General partnership

Limited Partnership

Corporate-State

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

76/241,883

76/241,947

76/186,933

76/187,427

76/188,841

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Roberta Jacobs-Meadway

Internal Address:

Street Address: Ballard Spahr Andrews & Ingersoll, LLP  
1735 Market Street, 51st Floor

City: Philadelphia State: PA Zip: 19103

Fax: 215-665-8500

Telephone: 215-864-8999E-Mail:

JACOBSMEADWAYR@BALLARDSPAHR.COM

6. Total number of applications and registrations involved: 5

7. Total Fee (37 CFR 3.41)

\$140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 02-0755

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Name of person Signing

ROBERTA JACOBS-MEADWAY

Signature

7/31/01

Date

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

76241883

020755

08/13/2001 LIMELETS-00000193 020755

40.00 CH  
100.00 CH  
01 REC-481  
02 REC-442



# State of Delaware

010232753

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 898  
DOVER, DELAWARE 19903

9328843  
SUSQUEHANNA PARTNERS, GP  
401 CITY AVENUE  
SUITE 220  
BALA CYNWYD  
ATTN: FELICIA D. GARNETT

PA 19004-1188  
E

05-21-2001

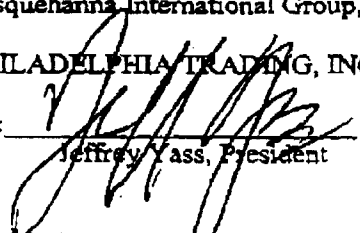
DESCRIPTION	AMOUNT
SUSQUEHANNA INTERNATIONAL GROUP, LLP 3394466 0102P Register L.L.P.	
Registration Fee	700.00
FILING TOTAL	700.00
TOTAL PAYMENTS	700.00
SERVICE REQUEST BALANCE	.00

STATE OF DELAWARE  
REGISTERED LIMITED LIABILITY PARTNERSHIP  
STATEMENT OF QUALIFICATION

- **First:** The name of the limited liability partnership is Susquehanna International Group, LLP.
- **Second:** The address of the registered agent in the State of Delaware is 42-C Reads Way  
New Castle Corporate Commons  
New Castle, DE 19720  
The name of the registered agent in charge thereof is Executive Offices, Inc.
- **Third:** The number of partners the limited liability partnership has is seven.
- **Fourth:** The said partnership elects to be a limited liability partnership.
- **Fifth:** The future effective date or time of the statement of qualification if it is not to be effective upon the filing of the statement of qualification.  
Effective June 1, 2001.

In Witness Whereof, the undersigned have caused this Statement of Qualification of Susquehanna International Group, LLP this 10<sup>th</sup> day of May, 2001.

PHILADELPHIA TRADING, INC.

By:   
Jeffrey Yass, President

BODEL, INC.

By:   
Alan Goldberg, President

BROOKS OPTIONS, INC.

By:   
Eric Brooks, President

ARTAY, INC.

By:   
Arthur Dantchik, President

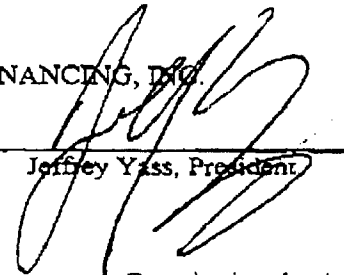
SOUTH BAY TRADING COMPANY, INC.

By:   
Andrew Frost, President

JKG, INC.

By:   
Joel Greenberg, President

SP FINANCING, INC.

By:   
Jeffrey Yass, President

Constituting the Authorized Partners of Susquehanna International Group, LLP

**SUSQUEHANNA PARTNERS, G.P.**

**Unanimous Consent in Writing of the  
Management Committee**

Pursuant to the General Partnership Agreement of Susquehanna Partners, GP, a Delaware general partnership (the "Partnership"), the undersigned, being all of the members of the Management Committee of the Partnership do hereby consent to the following:

RESOLVED, that the name change of the Partnership to Susquehanna International Group, LLP effective as of June 1, 2001, be, and it hereby is adopted, ratified, confirmed and approved in all respects;

FURTHER RESOLVED, that the Partnership hereby elects to become a registered limited liability partnership under the Revised Uniform Partnership Act of Delaware.

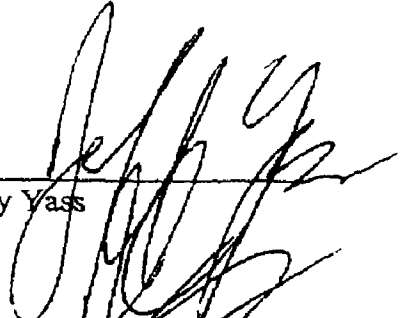
FURTHER RESOLVED, that the Amendment to the Partnership Agreement of Susquehanna Partners, GP substantially in the form attached hereto, with such changes thereto as the Partners of the Partnership may agree, be and it hereby is adopted, ratified, confirmed and approved in all respects; and

FURTHER RESOLVED, that all actions previously taken by any member of the Management Committee or officer of the Partnership in connection with the matters set forth in the foregoing resolutions be and they hereby are adopted, ratified, confirmed and approved in all respects as if such actions had been presented to the Management Committee for its approval prior to such actions being taken; and

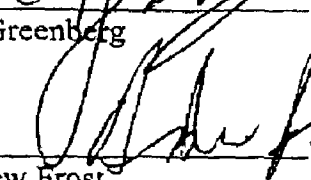
FURTHER RESOLVED, that in addition to and without limiting in any manner the authority granted by the foregoing resolutions, each member of the Management Committee and each officer of the Partnership, be, and they hereby are, authorized, empowered and directed, for and in the name of and on behalf of the Partnership, to take or cause to be taken all such further action, to do and perform all such acts and things, and to execute and deliver, or cause to be executed and delivered, all such further documents and instruments of any type or description, all of which as may be, or may be deemed to be, necessary or advisable or desirable to effect the purpose and intent of the foregoing resolutions, the necessity, advisability, desirability and propriety of which shall be conclusively evidenced by such appropriate member of the Management Committee and/or officer taking, or causing to be taken, any such action, or executing and/or delivering, or causing to be executed and/or delivered, any such documents and instruments, and all actions of any nature whatsoever taken by such members and/or officers in connection with the subjects of the foregoing resolutions be, and the same hereby are, authorized, approved, ratified and confirmed in all respects.

[Signatures begin on the next page]

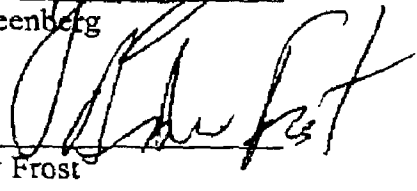
IN WITNESS WHEREOF, the undersigned have set their hands as of the 10<sup>th</sup> day of May, 2001.

  
\_\_\_\_\_

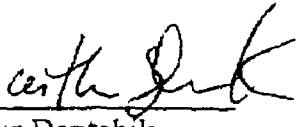
Jeffrey Yass

  
\_\_\_\_\_

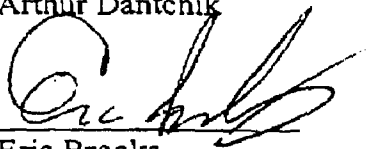
Joel Greenberg

  
\_\_\_\_\_

Andrew Frost

  
\_\_\_\_\_

Arthur Dantchik

  
\_\_\_\_\_

Eric Brooks

BEING ALL OF THE MEMBERS OF THE  
MANAGEMENT COMMITTEE OF THE PARTNERSHIP

*Reviewed by Barnett/Silverberg  
5/2/01*

**FIRST AMENDMENT TO  
GENERAL PARTNERSHIP AGREEMENT  
OF  
SUSQUEHANNA PARTNERS, GP  
A DELAWARE GENERAL PARTNERSHIP**

The First Amendment to the General Partnership Agreement of Susquehanna Partners, GP is entered into as of the date set forth below by and among Philadelphia Trading, Inc., Brooks Options, Inc., Artay, Inc., South Bay Trading Company, Inc., JKG, Inc., Bodel, Inc. and SP Financing, Inc.,(formerly known as Ding, Inc.).

Background

The parties hereto formed the Partnership on January 1, 1995 and entered into the General Partnership Agreement of Susquehanna Partners, GP (the "Original Agreement") as of such date.

The parties hereto desire to enter into this Agreement to amend certain provisions of the Original Agreement.

NOW, THEREFORE, intending to be legally bound, the parties hereby agree as follows:

1. All capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Original Agreement.
2. Section 1.01 of the Original Agreement is hereby amended by adding the following at the end thereof:

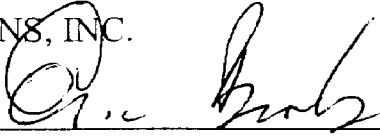
The Partnership may elect to become a registered limited liability partnership under the Revised Uniform Partnership Act of Delaware (the "Delaware Act").

3. Section 1.02 of the Original Agreement is hereby amended and restated in its entirety as follows:

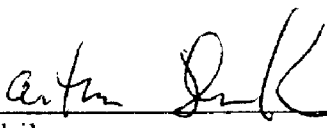
"1.02. Name. The name of the Partnership shall be Susquehanna International Group, LLP or such other name as may hereafter be chosen from time to time by the Partners."

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement  
as of the 10<sup>th</sup> day of May, 2001.

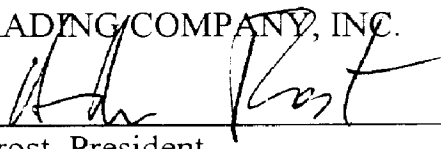
BROOKS OPTIONS, INC.

BY:   
Eric Brooks, President

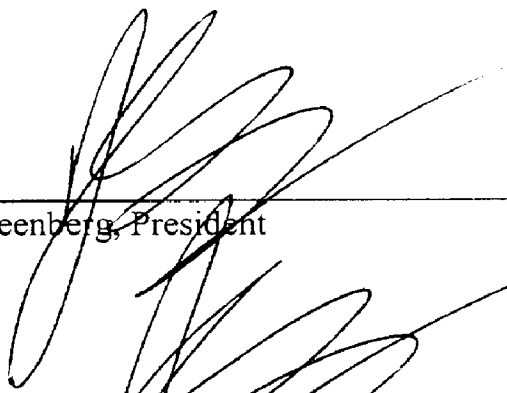
ARTAY, INC.

BY:   
Arthur Dantchik

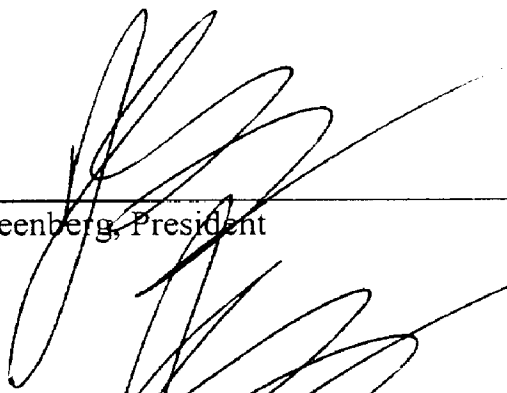
SOUTH BAY TRADING COMPANY, INC.

BY:   
Andrew Frost, President

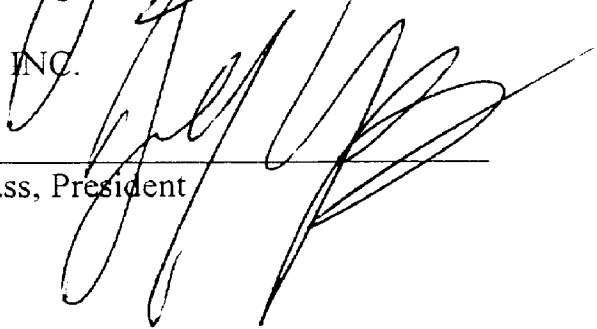
JKG, INC.

BY:   
Joel Greenberg, President

BODEL, INC.

BY:   
Joel Greenberg, Vice President & Secretary

SP FINANCING, INC.

BY:   
Jeffrey Yass, President