

08-23-2001

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To the Honorable Co

101820775

Trademarks:

Please record the attached original documents or copy thereof.

1. NAME OF CONVEYING PARTY(IES):

Consumer Credit Counseling Service of the Mississippi River Valley Inc.
1300 Hampton
St. Louis, Missouri 63139

8-16-01



ENTITY: Missouri Corporation

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

08-16-2001

U.S. Patent & TMO/ TM Mail Rcpt Dt. #74

2. NAME AND ADDRESS OF RECEIVING PARTY(IES):

CDC Consumer Debt Counseling, Inc.
1300 Hampton
St. Louis, Missouri 63139

ENTITY: Missouri Corporation

Additional names(s) & address(s) attached? NO

3. NATURE OF CONVEYANCE:

Change of Name

Execution Date: June 26, 2001

4. APPLICATION NUMBER(S) OR REGISTRATION NUMBER(S):

2,144,901; 2,065,606; 2,459,915
75/804,481

5. NAME & ADDRESS OF PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENT SHOULD BE MAILED:

Annette P. Heller, Attorney 314/469-2610
14323 South Outer Forty Drive Ste 512S
Town & Country, MO 63017

6. Total number of applications and registrations included:4

7. Total fee enclosed: \$115

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Annette P. Heller

Annette P. Heller 8/13/01

Total No. of pages including cover sheet: 3

Our File No.: 02G110/84 002MI96/2

08/22/2001 TDIAZ1 00000047 2144901

01 FC:481 40.00 OP
02 FC:482 75.00 OP

TRADEMARK
REEL: 002353 FRAME: 0136

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: **Consumer Credit Counseling Service of the Mississippi River Valley Inc.**

Entity: Corporation

Registrations/Applications:

ABC&E CENTERS AMERICAN BUDGET COUNSELING & EDUCATION CENTERS
REG No.:**2,144,901** SN No.:74/652,471

BUDGETIME REG No.:**2,065,606** SN No.:74/658,728

WISE POCKETS REG No.:**2,459,915** SN No.:75/197,297

CDC & DESIGN SN No.:75/804,481

Commissioner of Patents and Trademarks

Box Post Registration - Assignments

2900 Crystal Drive

Arlington VA 22202-3513

CERTIFICATE OF NAME CHANGE

Old Name:

Consumer Credit Counseling Service of the Mississippi River Valley Inc.

New Name:

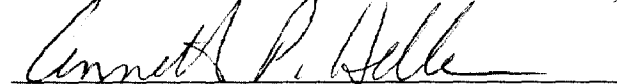
CDC Consumer Debt Counseling, Inc.

Applicant hereby appoints hereby appoints Annette P. Heller, 14323 South Outer Forty Drive, Suite 512S, Town & Country, MO 63017, a member of the Bar of the State of Missouri, its attorney to prosecute this application with full power of substitution and revocation and to transact all business in the Patent and Trademark Office in connection therewith, and to receive the amended Certificate of Registration. The telephone is 314/469-2610 and fax is 314/469-4850.

DECLARATION

Annette P. Heller, being warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the registration, declares that she is properly authorized to execute this instrument on behalf of said corporation and the above change reflects the correct name of Registrant.

CDC CONSUMER DEBT COUNSELING, INC.



Annette P. Heller, Attorney

Our File No.: 02G110/84 002MI96/2

State of Missouri
Matt Blunt, Secretary of State



Corporations Division
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

FILED

JUN 26 2001

Articles of Amendment
for a Nonprofit Corporation
(Submit in duplicate with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment: *Matt Blunt*
SECRETARY OF STATE

- (1) The name of corporation is: CONSUMER CREDIT COUNSELING SERVICE OF THE MISSISSIPPI RIVER VALLEY, INC
- (2) The amendment was adopted on JUNE 12, 2001 and changed article(s) 1 to state as follows:
month/day/year

THE NAME OF THE CORPORATION SHALL BE CHANGED TO :
CDC CONSUMER DEBT COUNSELING, INC.

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): X
- (4) If approval by members was required, check here and provide the following information: _____

- A. Number of memberships outstanding: _____
- B. Complete either i or ii: _____

i. Number of votes for and against the amendments(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

ii. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number Voting undisputed:
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

- (5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: N/A

In affirmation of the facts stated above,

C. Philip Johnston
(Authorized signature of officer or chairman of the board)

C. PHILIP JOHNSTON, PRESIDENT

(Printed Name)

(Title)

(Date)

Corp. #53A (11/00)

No. N00012208

STATE OF MISSOURI



Matt Blunt
Secretary of State


CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS

CDC CONSUMER DEBT COUNSELING, INC.

I, MATT BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of those certain original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 27th day of JUNE, 2001.


Secretary of State



No. N00012208

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF AMENDMENT
OF A
MISSOURI NONPROFIT CORPORATION

WHEREAS,

CDC CONSUMER DEBT COUNSELING, INC.

Formerly,

CONSUMER CREDIT COUNSELING SERVICE OF THE MISSISSIPPI RIVER
VALLEY INC.

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with requirements of law governing the amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 26th day of JUNE, 2001.



Matt Blunt

Secretary of State

\$10.00