

09-24-2001



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Attorney Docket No.: 52014-0002

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

1. Name of conveying party(ies):

E.Primus, Inc.



09/10/01

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

ePrimus Credit Technologies, Inc.  
810 Richards Street, Suite 1000  
Honolulu, Hawaii 96813

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other:

Execution Date: June 8, 2000

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: Delaware
- Other:

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached:  Yes;  No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

75/826,522

B. Trademark Registration No.(s):

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

Adam R. Agensky, Esq.  
Morgan, Lewis & Bockius LLP  
Attn: TMSU  
1800 M Street, N.W.  
Washington, D.C. 20036

Telephone: 212-309-6982  
Facsimile: 212-309-6273  
E-Mail: aagensky@morganlewis.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) Cal.  $1 \times \$40.00 = \$40.00$   
 $\quad \times \$25.00 = \$\quad .00$   
 Total \$ 40.00

Authorized to charge any additional fees to deposit account

8. Deposit account number: 13-4520

**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.

Margaret A. Delacruz  
Name of Person Signing

Signature

September 10, 2001  
Date

Total number of pages including cover sheet, attachments and document: 2

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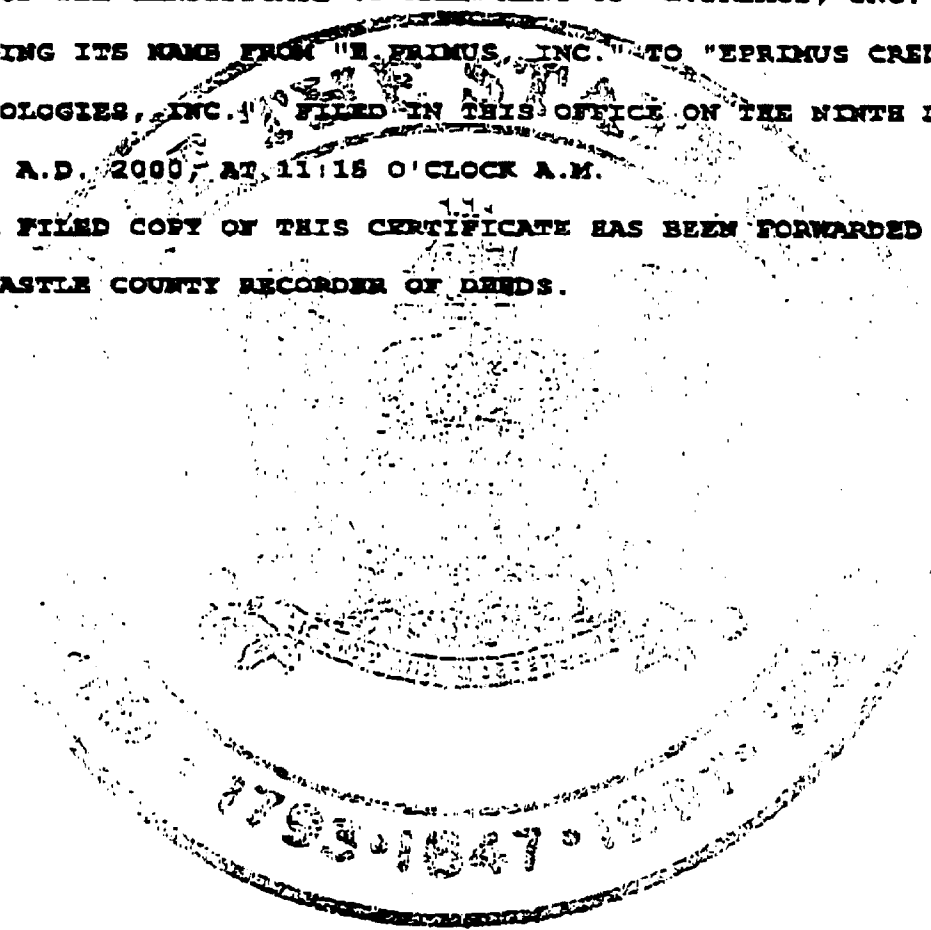
State of Delaware

PAGE 1

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 "E.PRIMUS, INC.", CHANGING ITS NAME FROM "E.PRIMUS, INC." TO "EPRIMUS CREDIT TECHNOLOGIES, INC." FILED IN THIS OFFICE ON THE NINTH DAY OF JUNE, A.D. 2000, AT 11:15 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0488516  
DATE: 06-09-00

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**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
E.PRIMUS, INC.**

**Pursuant to Section 242 of the Delaware General Corporation Law**

E.PRIMUS, 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.


**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 ePRIMUS Credit Technologies, Inc."

**THIRD:** This Amendment to the Certificate of Incorporation was duly adopted by the Written Consent of the Sole Director and by the Written Consent of the Sole Shareholder, the holder 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 8th day of June, 2000.

ePRIMUS, Credit Technologies, Inc.  
formerly known as E.PRIMUS, INC.

  
Jay Stroter  
President

1-NY/1145468.1