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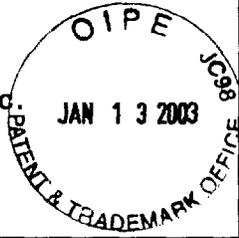
Attorney Docket No.: 52014-0003-0021

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

1. Name of conveying party(ies):

ePRIMUS Credit Technologies, Inc.
(a Delaware corporation)

1-13-03



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

Primus Corporate Services, Inc.
375 Park Avenue, Suite 1302
New York, NY 10152

- 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)

3. Nature of conveyance:

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

Execution Date: **January 29, 2001**

4. A. Application number(s):

75/754,491

B. Trademark Registration No.(s):

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

Hun Ohm, Esq.
Morgan, Lewis & Bockius LLP
C/O TMSU
1111 Pennsylvania Avenue, N.W.
Washington D.C. 20004

Telephone: (212) 309-6335
Facsimile: (212) 309-6273
E-Mail: hohm@morganlewis.com

6. Total number of applications and registrations involved: [1]

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ **40.00**
 _____ x \$25.00 = \$ **0.00**
 Total \$ **40.00**

Authorized to be charged 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.

Hun Ohm

Name of Person Signing

Signature

January 13, 2003

Date

Total number of pages including cover sheet, attachments and document: [3]

OMB No. 0651-0011 (exp. 4/94)

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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.

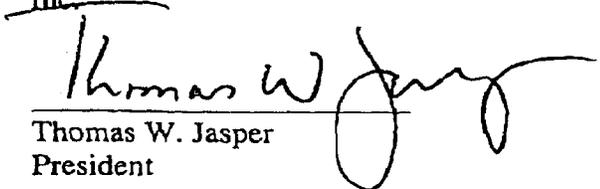
SECOND: The Amended and Restated Certificate of Incorporation is hereby amended to change the name of the corporation by striking the first paragraph of the Certificate of Incorporation in its entirety and inserting the following new first paragraph as follows:

"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

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State of Delaware

PAGE 1

Office of the Secretary of State

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

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RECORDED: 01/13/2002

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