

01-17-2003



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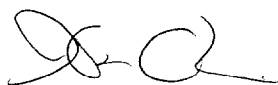
Attorney Docket No.: 52011-0003-021

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

<p>1. Name of conveying party(ies):</p> <p>E.PRIMUS, INC. (a Delaware corporation)</p> <p style="text-align: right; font-size: 2em;">1-13-03</p>	<p>2. Name and address of receiving party(ies):</p> <p>ePRIMUS Credit Technologies, Inc. 810 Richards Street, Suite 1000 Honolulu, Hawaii 96813</p> <p><input type="checkbox"/> Individual(s) citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership: <input type="checkbox"/> Limited Partnership: <input checked="" type="checkbox"/> Corporation-State: Delaware <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: <input type="checkbox"/> Yes; <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: June 8, 2000</p>	<p>4. A. Application number(s): 75/754,491</p> <p>B. Trademark Registration No.(s):</p>
<p>5. Name and address of party to whom correspondence document should be mailed:</p> <p>Hun Ohm, Esq. Morgan, Lewis & Bockius LLP C/O TMSU 1111 Pennsylvania Avenue, N.W. Washington D.C. 20004</p> <p>Telephone: (212) 309-6335 Facsimile: (212) 309-6273 E-Mail: hohm@morganlewis.com</p>	<p>6. Total number of applications and registrations involved: [1]</p> <p>7. Total fee (37 CFR 3.41) Cal. <u>1</u> x \$40.00 = \$ 40.00 <u> </u> x \$25.00 = \$ 0.00 Total \$ 40.00</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 13-4520</p>

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
January 13, 2003
Date

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

**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 Shidler
President

1-NY/1145468.1

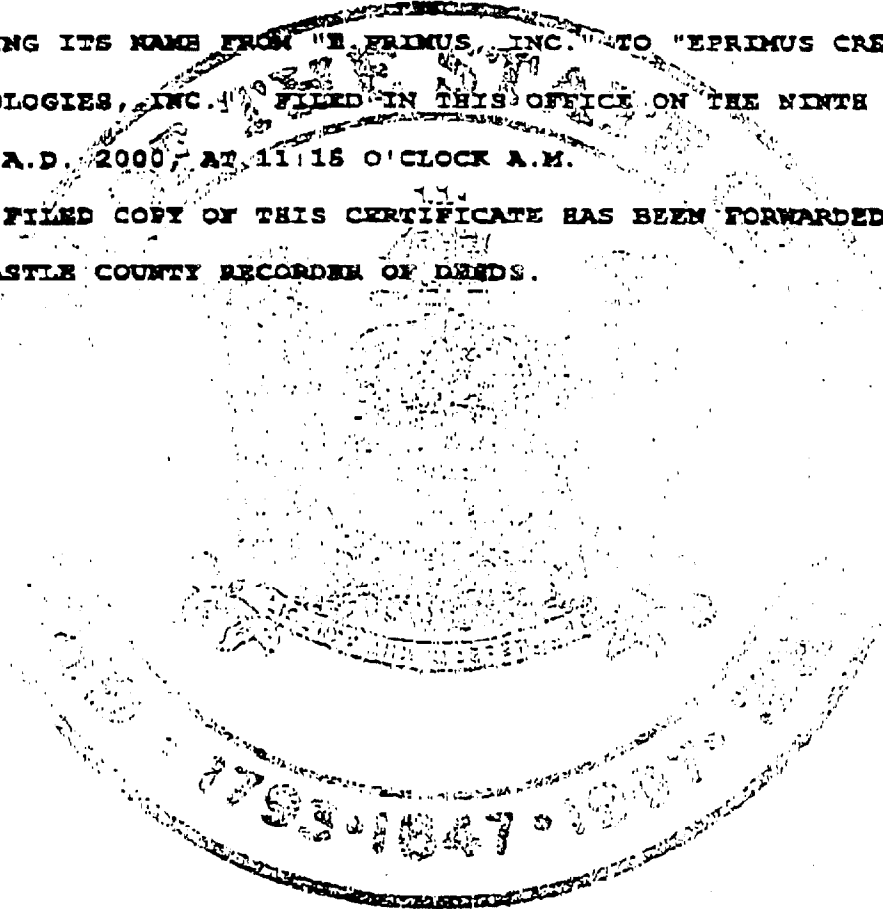
State of Delaware

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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RECORDED: 01/13/2003

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