

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VCS, Inc.		09/26/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Valutec Card Solutions, Inc.
Street Address:	318 Seaboard Lane
Internal Address:	Suite 202
City:	Franklin
State/Country:	TENNESSEE
Postal Code:	37067
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2447637	VALUTEC CARD SOLUTIONS

CORRESPONDENCE DATA	
Fax Number:	(615)687-1537
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(615) 259-1030
Email:	mcecchi@stokesbartholomew.com
Correspondent Name:	Micol Cecchi
Address Line 1:	424 Church Street
Address Line 2:	Suite 2800
Address Line 4:	Nashville, TENNESSEE 37219

ATTORNEY DOCKET NUMBER:	11730-1 VALUTEC
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NAME OF SUBMITTER:	Micol Cecchi
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Total Attachments: 3
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "VALUTEC CARD SOLUTIONS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

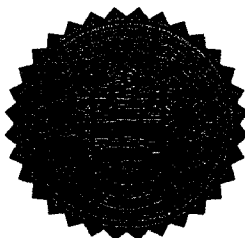
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINETEENTH DAY OF JULY, A.D. 2002, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "VCS, INC." TO "VALUTEC CARD SOLUTIONS, INC.", FILED THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2002, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2003, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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030521278

AUTHENTICATION: 2585924

DATE: 08-15-03
TRADEMARK

REEL: 002725 FRAME: 0277

RESTATED CERTIFICATE OF INCORPORATION

OF

VCS, INC.,
a Delaware corporation

VCS, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation")

DOES HEREBY CERTIFY:

1. That the name of the corporation is VCS, Inc. (the "Corporation"). The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on July 19, 2002.
2. That pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation amends and restates the provisions of the Certificate of Incorporation of the Corporation in its entirety.
3. That the Board of Directors of the Corporation, by unanimous written consent dated September 18, 2002, adopted resolutions (i) changing the name of the Corporation to "Valutec Card Solutions, Inc." and (ii) setting forth a proposed amendment and restatement of the Certificate of Incorporation of the Corporation in the form hereof, declaring said amendment and restatement to be advisable and in the best interests of the corporation and its stockholders and submitting the proposed amendment and restatement to the stockholders of the Corporation for consideration thereof.
4. That the text of the Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

FIRST: The name of the corporation is Valutec Card Solutions, Inc. (the "Corporation").

SECOND: The registered office of the Corporation in the State of Delaware is located at 9 E. Loockerman St., Dover, Kent County, Delaware 19901. The registered agent in charge thereof is National Registered Agents, Inc.

IN WITNESS WHEREOF, VCS, INC. has caused this Restated Certificate of Incorporation to be signed by Mark Graham, its President, who hereby acknowledges under penalties of perjury that the facts herein stated are true and that this certificate is his act and deed, this 26th day of September, 2002.

VCS, INC.

By /s/ Mark Graham
President