

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                  |                                                                                      |                       |                                             |
|----------------------------------|--------------------------------------------------------------------------------------|-----------------------|---------------------------------------------|
| <b>SUBMISSION TYPE:</b>          | NEW ASSIGNMENT                                                                       |                       |                                             |
| <b>NATURE OF CONVEYANCE:</b>     | CHANGE OF NAME                                                                       |                       |                                             |
| <b>CONVEYING PARTY DATA</b>      |                                                                                      |                       |                                             |
| <b>Name</b>                      | <b>Formerly</b>                                                                      | <b>Execution Date</b> | <b>Entity Type</b>                          |
| First National Bank of Marin     |                                                                                      | 01/17/2006            | National banking association: UNITED STATES |
| <b>RECEIVING PARTY DATA</b>      |                                                                                      |                       |                                             |
| <b>Name:</b>                     | Credit One Bank, National Association                                                |                       |                                             |
| <b>Street Address:</b>           | 585 Pilot Road                                                                       |                       |                                             |
| <b>City:</b>                     | Las Vegas                                                                            |                       |                                             |
| <b>State/Country:</b>            | NEVADA                                                                               |                       |                                             |
| <b>Postal Code:</b>              | 89119                                                                                |                       |                                             |
| <b>Entity Type:</b>              | National banking association: UNITED STATES                                          |                       |                                             |
| <b>PROPERTY NUMBERS Total: 5</b> |                                                                                      |                       |                                             |
| <b>Property Type</b>             | <b>Number</b>                                                                        | <b>Word Mark</b>      |                                             |
| Serial Number:                   | 78383177                                                                             | PLATINUM PREPAID      |                                             |
| Serial Number:                   | 76401096                                                                             | CREDIT ONE BANK       |                                             |
| Serial Number:                   | 76615187                                                                             | PLATINUM POINTS       |                                             |
| Serial Number:                   | 78414234                                                                             | CREDIT ONE FINANCIAL  |                                             |
| Serial Number:                   | 78414258                                                                             | CREDIT ONE            |                                             |
| <b>CORRESPONDENCE DATA</b>       |                                                                                      |                       |                                             |
| <b>Fax Number:</b>               | (310)914-5843                                                                        |                       |                                             |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                       |                                             |
| <b>Phone:</b>                    | 310-312-4000                                                                         |                       |                                             |
| <b>Email:</b>                    | ctappa@manatt.com                                                                    |                       |                                             |
| <b>Correspondent Name:</b>       | Jill M. Pietrini                                                                     |                       |                                             |
| <b>Address Line 1:</b>           | 11355 W. Olympic Boulevard                                                           |                       |                                             |
| <b>Address Line 4:</b>           | Los Angeles, CALIFORNIA 90064                                                        |                       |                                             |
| <b>ATTORNEY DOCKET NUMBER:</b>   | 13234-035                                                                            |                       |                                             |

CH \$140.00 78383177

|                                                                                                                                                                                                                                                                             |                  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|
| NAME OF SUBMITTER:                                                                                                                                                                                                                                                          | Jill M. Pietrini |
| Signature:                                                                                                                                                                                                                                                                  | //jmp//          |
| Date:                                                                                                                                                                                                                                                                       | 03/01/2006       |
| <b>Total Attachments: 6</b><br>source=Credit One Articles#page1.tif<br>source=Credit One Articles#page2.tif<br>source=Credit One Articles#page3.tif<br>source=Credit One Articles#page4.tif<br>source=Credit One Articles#page5.tif<br>source=Credit One Articles#page6.tif |                  |

**AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION  
OF  
CREDIT ONE BANK, NATIONAL ASSOCIATION**

**FIRST.** The title of this Association shall be "Credit One Bank, National Association".

**SECOND.** The Main Office of the Association shall be in the City of Las Vegas, County of Clark, State of Nevada. The business of the Association will be limited to those activities specified in the Competitive Equality Banking Act of 1987, as amended, and in particular those activities specified in Section 2(c)(2)(F) of the Bank Holding Company Act of 1956, as amended. Specifically the Association will:

Engage only in credit card operations.

Not accept demand deposits or deposits that the depositor may withdraw by check or similar means for payment to third parties or others.

Not accept any savings or time deposits of less than \$100,000, except deposits pledged to the Association as collateral for extensions of credit.

Maintain only one office that accepts deposits.

Not engage in the business of making commercial loans.

The Association may not expand or alter the scope of its activities and services beyond that stated in this article without the prior written approval of the Office of the Comptroller of the Currency ("OCC").

**THIRD.** The Board of Directors of this Association shall consist of not less than five nor more than twenty-five persons, unless the OCC has exempted the Association from the 25-member limit. The exact number is to be fixed and determined from time to time by resolution of a majority of the full Board of Directors or by resolution of a majority of the shareholders at any annual or special meeting thereof. Each director shall own common or preferred stock of the Association or of a holding company owning the Association, with either an aggregate par, fair market, or equity value of \$1,000. Determination of these values may be based as of either (i) the date of purchase, or (ii) the date the person became a director, whichever value is greater. Any combination of common or preferred stock of the Association or holding company may be used.

Any vacancy in the Board of Directors may be filled by action of a majority of the remaining directors between meetings of shareholders. The Board of Directors may not increase the number of directors between meetings of shareholders to a number which: (1) exceeds by more than two the number of directors last elected by shareholders when the number was 15 or less; or (2) exceeds by more than four the number of directors last elected by shareholders where the number was 16 or more, but in no event shall the number of directors exceed 25, unless the OCC has exempted the Association from the 25-member limit.

Directors shall be elected for terms of one year and until their successors are elected and qualified. Terms of directors, including terms of directors selected to fill vacancies, shall expire at the next regular meeting of shareholders at which directors are elected, unless they resign or are removed from office.

Despite the expiration of a director's term, the director shall continue to serve until his or her successor is elected and qualifies or until there is a decrease in the number of directors and his or her position is eliminated.

Honorary or advisory members of the Board of Directors, without voting power or power of final decision in matters concerning the business of the Association, may be appointed by resolution of a majority of the full Board of Directors, or by resolution of shareholders at any annual or special meeting. Honorary or advisory directors shall not be counted to determine the number of directors of the Association or the presence of a quorum for any Board action, and shall not be required to own qualifying shares.

**FOURTH.** There shall be an annual meeting of the shareholders, the purpose of which shall be the election of Directors and the transaction of whatever other business may be brought before said meeting. It shall be held at the main office or any other convenient place as the Board of Director may designate, on the day of each year specified therefor in the Bylaws, or if that day falls on a legal holiday in the state in which the Association is located, on the next following banking day. If no election is held on the day fixed or in the event of a legal holiday on the following banking day, an election may be held on any subsequent day within 60 days of the day fixed, to be designated by the Board of Directors, or, if the directors fail to fix the day, by shareholders representing two-thirds of the shares issued and outstanding. In all cases at least 10 days advance notice of the meeting shall be given to the shareholders by first class mail.

In all elections of directors, the number of votes cast by each common shareholder will be determined by multiplying the number of shares he or she owns by the number of directors to be elected. Those votes may be cumulated and cast for a single candidate or may be distributed among two or more candidates in the manner selected by the shareholder. If, after the first ballot, subsequent ballots are necessary to elect directors, a shareholder may not vote shares that he or she has already fully cumulated and voted in favor of a successful candidate. On all other questions, each common shareholder shall be entitled to one vote for each share of stock held by him or her.

Nomination for election to the Board of Directors may be made by the Board of Directors or by any shareholder of any outstanding class of capital stock of the Association entitled to vote for election of directors. Nominations, other than those made by or on behalf of the existing management of the Association, shall be made in writing and shall be delivered or mailed to the President of the Association not less than 14 days nor more than 50 days prior to any meeting of shareholders called for the election of directors, *provided, however*, that if less than 21 days' notice of the meeting is given to the shareholders, such nomination shall be mailed or delivered to the President of the Association not later than the close of business on the seventh day following the day on which the notice of the meeting was mailed. Such notification shall contain the following information to the extent known to the notifying shareholder: (a) the name and address of each proposed nominee (b) the principal occupation of each proposed nominee; (c) the

total number of shares of capital stock of the Association that will be voted for each proposed nominee; (d) the name and residence address of the notifying shareholder; and (e) the number of shares of capital stock of the Association owned by the notifying shareholder. Nominations not made in accordance herewith may, in his discretion, be disregarded by the Chairman of the meeting and upon his instructions the vote tellers may disregard all votes cast for each such nominee. No bylaw may unreasonably restrict the nomination of directors by shareholders.

A director may resign at any time by delivering written notice to the Board of Directors, its chairperson, or to the Association, which resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

A director may be removed by shareholders at a meeting called to remove him or her, when notice of the meeting states that the purpose or one of the purposes is to remove him or her, if there is a failure to fulfill one of the affirmative requirements for qualification, or for cause, provided that, however, a director may not be removed if the number of votes sufficient to elect him or her under cumulative voting is voted against his or her removal.

**FIFTH.** The authorized amount of capital stock of this Association shall be \$2,400,000 and shall be divided into 480,000 shares of common stock of the par value of five dollars (\$5.00) each; but said capital stock may be increased or decreased from time to time in accordance with the provisions of the laws of the United States.

No holder of shares of the capital stock of any class of this Association shall have any pre-emptive or preferential right of subscription to any shares of any class of stock of the Association, whether now or hereafter authorized, or to any obligations convertible into stock of the Association, issued, or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may from time to time determine and at such price as the Board of Directors may from time to time fix. Preemptive rights also must be approved by a vote of holders of two-thirds of the Association's outstanding voting shares.

Unless otherwise specified in the Articles of Association or required by law, (1) shareholders owning a majority voting interest in the outstanding voting stock must approve all matters requiring shareholder action, including amendments to the Articles of Association, and (2) each shareholder shall be entitled to one vote per share.

Unless otherwise specified in the Articles of Association or required by law, all shares of voting stock shall be voted together as a class, on any matters requiring shareholder approval. If a proposed amendment would affect two or more classes or series in the same or a substantially similar way, all the classes or series so affected, must vote together as a single voting group on the proposed amendment.

Shares of one class or series may be issued as a dividend for shares of the same class or series on a pro rata basis and without consideration. Shares of one class or series may be issued as share dividends for a different class or series of stock if approved by a majority of the votes entitled to be cast by the class or series to be issued, unless there are no outstanding shares of the class or series to be issued. Unless otherwise provided by the Board of Directors, the record date

for determining shareholders entitled to a share dividend shall be the date authorized by the Board of Directors for the share dividend.

Unless otherwise provided in the Bylaws, the record date for determining shareholders entitled to notice of and to vote at any meeting is the close of business on the day before the first notice is mailed or otherwise sent to the shareholders, provided that in no event may a record date be more than 70 days before the meeting.

If a shareholder is entitled to fractional shares pursuant to preemptive rights, a stock dividend, consolidation or merger, reverse stock split or otherwise, the Association may: (a) issue fractional shares; (b) in lieu of the issuance of fractional shares, issue script or warrants entitling the holder to receive a full share upon surrendering enough script or warrants to equal a full share; (c) if there is an established and active market in the Association's stock, make reasonable arrangements to allow the shareholder to realize a fair price through sale of the fraction, or purchase of the additional fraction required for a full share; (d) remit the cash equivalent of the fraction to the shareholder; or (e) sell full shares representing all the fractions at public auction or to the highest bidder after having solicited and received sealed bids from at least three licensed stock brokers; and distribute the proceeds pro rata to shareholders who otherwise would be entitled to the fractional shares. The holder of a fractional share is entitled to exercise the rights of a shareholder, including the right to vote, to receive dividends, and to participate in the assets of the Association upon liquidation, in proportion to the fractional interest. The holder of script or warrants is not entitled to any of these rights, unless the script or warrants explicitly provide for such rights. The script or warrants may be subject to such additional conditions as: (1) that the script or warrants will become void if not exchanged for full shares before a specified date; and (2) that the shares for which the script or warrants are exchangeable may be sold at the option of the Association and the proceeds paid to scripolders.

The Association, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders. Obligations classified as debt, whether or not subordinated, which may be issued by the Association without the approval of shareholders, do not carry voting rights on any issue, including an increase or decrease in the aggregate number of the securities, or the exchange or reclassification of all or part of securities into securities of another class or series.

**SIXTH.** The Board of Directors shall appoint one of its members President of this Association, who shall be Chairman of the Board, unless the Board appoints another director to be Chairman. The Board of Directors shall have the power to appoint one or more Vice Presidents; and to appoint a Secretary who shall keep minutes of the directors and shareholders meetings and be responsible for authenticating the records of the Association, and such other officers and employees as may be required to transact the business of this Association.

The Board of Directors shall have the power to define the duties of the officers and employees of the Association; to delegate the performance of its duties, but not the responsibility for its duties, to the officers, employees, and agents of the Association; to fix the salaries to be paid to them and enter into employment contracts with its officers and employees upon reasonable terms and conditions consistent with applicable law; to dismiss them; to require bonds from them and to fix the penalty thereof; to ratify written policies authorized by the

Association's management or committees of the Board, to regulate the manner in which any increase of the capital of the Association shall be made, provided that nothing herein shall restrict the power of shareholders to increase or decrease the capital of the Association according to law, and nothing shall raise or lower from two-thirds the percentage required for shareholder approval to increase or reduce the capital; to manage and administer the business and affairs of the Association; to make all Bylaws that it may be lawful for them to make, to amend or repeal the Bylaws, except to the extent that the Articles of Association reserve this power in whole or in part to shareholders; to make contracts; and generally to do and perform all acts that it may be legal for a Board of Directors to do and perform.

**SEVENTH.** The Board of Directors shall have the power to change the location of the main office to any authorized branch within the limits of the City of Las Vegas, Nevada, without the approval of the shareholders, or with a vote of shareholders owning two-thirds of the stock of the Association for a relocation outside such limits and upon receipt of a certificate of approval from the Comptroller of the Currency, to any other location within or outside the limits of the City of Las Vegas, Nevada, but not more than 30 miles beyond such limits. The Board of Directors shall have the power to establish or change the location of any branch or branches of the Association to any other location permitted under applicable law, without approval of shareholders, subject to approval by the Comptroller of the Currency.

**EIGHTH.** The corporate existence of this Association shall continue until terminated in accordance with the laws of the United States.

**NINTH.** The Board of Directors of this Association, or any one or more shareholders owning, in the aggregate, not less than twenty-five percent (25%) of the stock of this Association, may call a special meeting of shareholders at any time. Unless otherwise provided by the laws of the United States, or waived by all shareholders, or waived by the OCC if it determines that an emergency exists, a notice of the time, place and purpose of every annual and special meeting of the shareholders shall be given by first-class mail, postage prepaid, mailed at least ten days, and no more than 60 days, prior to the date of such meeting to each shareholder of record at his address as shown upon the books of this Association. Unless otherwise provided by the Bylaws or the Articles of Association, any action requiring approval of shareholders must be effected at an annual or special meeting. If action requiring approval of the shareholders is effected at an annual or special meeting, the meeting must be duly called.

**TENTH.** The Association may make or agree to make indemnification payments to an institution-affiliated party, as defined at 12 U.S.C. 1813(u), for an administrative proceeding or civil action initiated by any federal banking agency, that are reasonable and consistent with the requirements of 12 U.S.C. 1828(k) and the implementing regulations thereunder. The Association may indemnify an institution-affiliated party, as defined at 12 U.S.C. 1813(u), for damages and expenses, including the advancement of expenses and legal fees, in cases involving an administrative proceeding or civil action not initiated by a federal banking agency, in accordance with the law of the State of Nevada, provided such payments are consistent with safe and sound banking practices.

**ELEVENTH.** Subject to the provisions of the laws of the United States, these Articles of Association may be amended at any regular or special meeting of the shareholders for which adequate notice has been given, by the affirmative vote of the holders of a majority of the stock of this Association, unless the vote of a greater amount of stock is required by law, voting in person or by proxy. The Association's Board of Directors may propose one or more amendments to the Articles of Association for submission to the shareholders.