

MND 2/29/00

04-10-2000

Form PTO 1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

REI



U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner:

101311582

ached original documents or copy thereof.

1. Name of conveying party(ies):

On-Line Financial Services, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State of Delaware, Other

Additional name(s) of conveying party(ies) attached? [] Yes [x] No

3. Nature of conveyance:

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

Execution Date: February 10, 2000

Name and address of receiving party(ies):

Name: Financial Fusion, Inc.

Internal Address:

Street Address: 55 Greens Farm Road

City: State: Zip: Westport, Connecticut 06880

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No

(Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? [] Yes [] No

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

A. Trademark Application No.(s) 75/896,857 75/819,813 75/674,310 75/868,366 75/682,915

B. Trademark registration No.(s) 2,155,687 2,088,285 2,179,818 2,089,898 2,244,102

Additional numbers attached? [] Yes [x] No

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

Name: Francis J. Duffin, Esq.

Internal Address: Wiggin & Dana

Street Address: One Century Tower

City: New Haven State: CT Zip: 06508-1832

CERTIFICATE OF MAILING BY "EXPRESS MAIL"

"Express Mail" mailing label Number [ELS16722954US]

I hereby certify that this correspondence is addressed to the Commissioner of Patents & Trademarks, Box Assignments, Washington, DC 20231, and is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service on 2/29/00

(Printed or typed name of person mailing the paper or fee) Karen Gill

(Signature of the person mailing the paper or fee) [Signature]

(Date of Signature) 2/29/00

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41):.....\$265.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

23-1665

(Attach duplicate copy of this page if paying by deposit account)

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.

Francis J. Duffin, Esq. Name of Person Signing

Signature

Date

2/29/00

04/07/2000 TTON11 00000307 231665 2155687

Total number of pages including cover sheet, attachments, and document: 6

Q1 FC:481 40.00 CH Q2 FC:482 225.00 CH

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

State of Delaware

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 RESTATED CERTIFICATE OF "ON-LINE FINANCIAL SERVICES, INC.", CHANGING ITS NAME FROM "ON-LINE FINANCIAL SERVICES, INC." TO "FINANCIAL FUSION, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2000, AT 4:30 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2527796 8100

0259306

001075645

AUTHENTICATION:

02-15-00

DATE:

TRADEMARK

REEL: 002046 FRAME: 0114

**RESTATED CERTIFICATE OF INCORPORATION
OF
ON-LINE FINANCIAL SERVICES, INC.**

On-Line Financial Services, Inc. (formerly named Home Financial Network, Inc., and On-Line Financial Services, Inc.) a corporation organized and existing under the laws of the State of Delaware, (the "Corporation") DOES HEREBY CERTIFY:

FIRST: That the original name of the Corporation was Home Financial Network, Inc. and the date of filing of its original certificate of incorporation under that name, with the Secretary of State for the State of Delaware, was August 31, 1995.

SECOND: That the Corporation was renamed On-Line Financial Services, Inc. by the filing of a Certificate of Merger and Restated Certificate of Incorporation with the Secretary of State for the State of Delaware, to be effective as of January 20, 2000, in connection with the merger of the Corporation with On-Line Financial Services, Inc., a corporation established under the laws of the State of Delaware by the filing of a Certificate of Incorporation in that name with the Secretary of State for the State of Delaware on December 6, 1999.

THIRD: That the Board of Directors of the Corporation duly adopted resolutions proposing and declaring that, upon the filing of this Restated Certificate of Incorporation the name of the Corporation will be changed to "Financial Fusion, Inc.," and the Certificate of Incorporation of the Corporation will be amended and restated as herein set forth.

FOURTH: That the sole shareholder of the Corporation, Sybase, Inc., a Delaware corporation, has approved in writing this Restated Certificate of Incorporation.

FIFTH: That this Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 and 245 of the Delaware General Corporation Law.

ARTICLE I

The name of the Corporation is Financial Fusion, Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle. The name of its registered agent at that address is The Prentice-Hall Corporation System, Inc.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

ARTICLE IV

4.1 Authorized Shares. The total number of shares of all classes of stock this Corporation shall be authorized to issue is 75,000,000, all of which shall be Common Stock, \$0.001 par value per share.

4.2 Rights, Privileges & Restrictions. The rights, privileges and restrictions of the Common Stock shall be set forth in this Article IV.

4.3 Voting Rights. Except as otherwise required by law, the holder of each share of Common Stock issued and outstanding shall have one vote. Holders of Common Stock shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation.

4.4 Dividends. The holders of the shares of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of the assets of the Corporation which are by law available thereof, dividends payable either in cash, in property or in shares of capital stock. Such dividends shall be granted at an equivalent rate per share of the Common Stock.

ARTICLE V

5.1 Initial Directors. Upon the filing of this Restated Certificate of Incorporation with the Secretary of State for the State of Delaware, there will be five directors of the Corporation, who are as follows:

John Chen, Chairman,

Daniel M. Schley,

Eric T. Jacobsen,

Michon Shenck, and

Pieter Van der Vorst.

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Karen Gill
 (Typed or Printed Name of Person Mailing paper or fee.)
Karen Gill
 (Signature of Person Mailing paper or fee.)

5.2 The board of directors shall be of such number as is set forth in the bylaws of the Corporation. Members of the board shall be elected and removed and shall serve as set forth in the bylaws of the Corporation.

ARTICLE VI

The Board of Directors of the Corporation shall have the powers to adopt, amend or repeal bylaws of the Corporation.

ARTICLE VII

Election of directors need not be by written ballot, unless the bylaws of the Corporation shall so provide.

ARTICLE VIII

To the fullest extent permitted by law, no director of the Corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Neither an amendment nor repeal of this Article, nor the adoption of any provision of this Amended Certificate of Incorporation inconsistent with this Article, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

ARTICLE IX

The Corporation reserves the right to amend or repeal any provisions contained in this Restated Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware, and all rights conferred upon stockholders are granted subject to this reservation; provided, however that in addition to the vote of the holders of any class or series of stock of the Corporation required by law or by this Restated Certificate of Incorporation, the affirmative vote of the holders of at least two-thirds of the voting power of all of the then outstanding shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal, or adopt any provisions inconsistent with Articles V, VI, and this Article IX of this Restated Certificate of Incorporation.

[Signature on Next Page]

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Karen Gill
 (Typed or Printed Name of Person Mailing paper or fee.)
Km Gill
 (Signature of Person Mailing paper or fee.)