

10-26-2001



RET

101886983

To the Honorable Commissioner of Patents and Trademarks:

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Credit Management Solutions, Inc.  
135 National Business Parkway  
Suite 300  
Annapolis Junction, Maryland 20701

- Individual(s)
- Corporation (Delaware)
- Other

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

10/22/01

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

First American Credit Management Solutions, Inc.  
135 National Business Parkway, Suite 300  
Annapolis Junction, Maryland 20701

- Corporation (Delaware)
- General Partnership
- 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 names(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: August 30, 2001

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

A. Trademark Application No.(s)

76/187,468  
76/177,003  
75/932,559  
75/932,558  
75/924,408  
75/886,514

B. Trademark registration No.(s):

2,475,041  
2,189,576  
1,923,494  
1,901,891

Additional numbers attached?  Yes  No

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

Name: **Mark B. Harrison, Esq.**  
Internal Address: **VENABLE**  
Street Address: **1201 New York Ave, N.W.**  
**Suite 1000**  
**Washington, D.C. 20005**

6. Total number of applications involved: 10

10/25/2001 **DBYRNE** 00000158 220261 76187468  
01 FC:481 40.00 CH  
02 FC:482 225.00 CH

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: **22-0261**

(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.

Mark B. Harrison, Esq.  
Name of Person Signing

Mark Harrison  
Signature

10/22/01  
Date

Total number of pages comprising cover sheet: 1

26705-168904; 26705-168232; 26705-158685; 26705-158691; 26705-158034; 26705-149437; 26705-149435; 26705-152750; 26705-152751; 26705-156902

State of Delaware  
Office of the Secretary of State

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PAGE 1

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 RESTATED CERTIFICATE OF "CREDIT MANAGEMENT SOLUTIONS, INC.", CHANGING ITS NAME FROM "CREDIT MANAGEMENT SOLUTIONS, INC." TO "FIRST AMERICAN CREDIT MANAGEMENT SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF SEPTEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2682170 8100

AUTHENTICATION: 1331339

010438830

DATE: 09-06-01

TRADEMARK  
REEL: 2389 FRAME: 0912

**RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**CREDIT MANAGEMENT SOLUTIONS, INC.**

It is hereby certified that:

1. The present name of the corporation (hereinafter, the "corporation") is Credit Management Solutions, Inc., which is the name under which the corporation was originally incorporated; and the date of the original certificate of incorporation of the corporation with the Secretary of State of the State of Delaware is November 8, 1996.

2. The certificate of incorporation of the corporation is hereby amended by striking out Articles I through XVII thereof and by substituting in lieu thereof new Articles I through X which are set forth in the Restated Certificate of Incorporation hereinafter provided for.

3. The provisions of the certificate of incorporation of the corporation as heretofore amended and/or supplemented, and as herein amended, are hereby restated and integrated into the single instrument which is hereinafter set forth, and which is entitled Restated Certificate of Incorporation of Credit Management Solutions, Inc. without any further amendments other than the amendments herein certified and without any discrepancy between the provisions of the certificate of incorporation as heretofore amended and supplemented and the provisions of the said single instrument hereinafter set forth.

4. The amendments and the restatement of the restated certificate of incorporation herein certified have been duly adopted by the stockholders in accordance with the provisions of Section 242 and Section 245 of the General Corporation Law of the State of Delaware.

The certificate of incorporation of the corporation, as amended and restated herein, shall at the effective time of this restated certificate of incorporation, read as follows:

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 09/05/2001  
010438830 - 2682170

**TRADEMARK**  
**REEL: 2389 FRAME: 0913**

**RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**FIRST AMERICAN CREDIT MANAGEMENT SOLUTIONS, INC.**

**ARTICLE I**

The name of the Corporation is First American Credit Management Solutions, Inc.

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, City of Wilmington, County of New Castle 19808, Suite 400. The name of the Corporation's registered agent at such address is Corporation Service Company.

**ARTICLE III**

The nature of the business or purpose to be conducted or promoted is to engage in any lawful activity for which corporations may be organized under the General Corporate Law of the State of Delaware.

**ARTICLE IV**

The total number of shares of capital stock which the Corporation shall have authority to issue is 41,000,000 of which 40,000,000 are shares of common stock at \$0.01 par value and \$1,000,000 are shares of serial preferred stock at \$0.01 par value.

A description of the different classes and series (if any) of the Corporation's capital stock, and a statement of the relative powers, designations, preferences and rights of the shares of each class and series (if any) of capital stock, and the qualifications, limitations or restrictions thereof, are as follows:

A. Common Stock. Except as provided in this certificate, the holders of the common stock shall exclusively possess all voting power. Each holder of shares of common stock shall be entitled to one vote for each share held by such holder, except as otherwise expressly set forth in this certificate.

Whenever there shall have been paid or declared and set aside for payment to the holders of the outstanding shares of any class of stock having preference over the common stock as to the payment of dividends, the full amount of dividends and sinking fund or retirement fund or other retirement payments, if any, in which such holders are respectively entitled in preference to the common stock, then dividends may be paid on the common stock, and on any class or series of stock entitled to participate therewith as to dividends, out of any assets legally available for the payment of dividends, but only when and as declared by the board of directors of the Corporation.

In the event of liquidation, dissolution or winding up of the Corporation, after there shall have been paid or declared and set aside for payment, to the holders of the outstanding shares of any class having preference over the common stock in any such event, the full preferential amounts to which they are respectively entitled, the holders of the common stock and of any class or series of stock entitled to participate therewith, in whole or in part, as to distribution of assets shall be entitled, after payment or provision for payment of all debts and liabilities of the Corporation, to receive the remaining assets of the Corporation available for distribution, in cash or in kind.

Each share of common stock shall have the same relative powers, preferences and rights as, and shall be identical in all respects with, all other shares of common stock of the Corporation, except as otherwise expressly set forth in this certificate.

B. Serial Preferred Stock. Except as provided in this certificate, the board of directors of the Corporation is authorized, by resolution or resolutions from time to time adopted to provide for the issuance of serial preferred stock in series and to fix and state the powers, designations, preferences and relative, participating, optional or other special rights of the shares of each such series, and the qualifications, limitations or restriction thereof, including, but not limited to, determination of any of the following:

1. the distinctive serial designation and the number of shares constituting such series;
2. the dividend rates or the amount of dividends to be paid on the shares of such series, whether dividends shall be cumulative and, if so, from which date or dates, the payment date or dates for dividends, and the participating or other special rights, if any, with respect to dividends;
3. the voting powers, full or limited, if any, of the shares of such series;
4. whether the shares of such series shall be redeemable and, if so, the price or prices at which, the terms and conditions upon which such shares may be redeemed;
5. the amount or amounts payable upon the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation;
6. whether the shares of such series shall be entitled to the benefits of a sinking or retirement fund to be applied to the purchase or redemption of such shares, and, if so entitled, the amount of such fund and the manner of its application, including the price or prices at which such shares may be redeemed or purchased through the application of such funds;

7. whether the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation and, if so convertible or exchangeable, the conversion price or prices, or the rate or rates of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;
8. the subscription or purchase price and form of consideration for which the shares of such series shall be issued; and
9. whether the shares of such series which are redeemed or converted shall have the status of authorized but unissued share of serial preferred stock and whether such shares may be reissued as shares of the same or any other series of serial preferred stock.

Each share of each series of serial preferred stock shall have the same relative powers, preferences and rights as and shall be identical in all respects with all the other shares of the Corporation of the same series, except as otherwise expressly set forth in this certificate.

#### ARTICLE V

The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Peter R. Gilbert	1501 M Street, N.W. Suite 700 Washington, D.C. 20005

#### ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

#### ARTICLE VII

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

#### ARTICLE VIII

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, on the application in a

summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under Section 279 of Title 8 of the Delaware Code, may order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as the consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization, if sanctioned by the court to which the said application has been made, shall be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of the Corporation, as the case may be, and also on the Corporation.

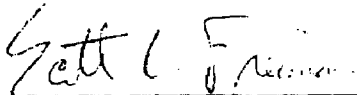
#### ARTICLE IX

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this amended and restated certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

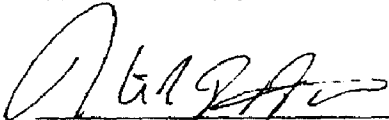
#### ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

The undersigned declares under penalty of perjury that the statements set forth in this certificate are true of his own knowledge and that this declaration was executed at Santa Ana, California, on August 30, 2001.



Name: Scott L. Freiman  
Title: President



Name: Kenneth D. DeGiorgio  
Title: Assistant Secretary

SCHEDULE "A"

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
LEAPSPEED	76/187468	December 28, 2000
ORIGENATE	76/177003	December 7, 2000
EVALUATE	75/932559	March 1, 2000
EVALUATE	75/932558	March 1, 2000
CREDITONLINE	75/924408	February 22, 2000
CREDIT CONECTION	75/886514	January 5, 2000

<u>Trademark</u>	<u>Reg. No.</u>	<u>Issue Date</u>
CREDITREVUE	2,475,041	August 7, 2001
CREDIT ONLINE	2,189,576	September 15, 1998
INCREDIT	1,923,494	October 3, 1995
CREDIT CONNECTION	1,901,891	June 27, 1995