

REC 04-28-2003

SHEET

Tab settings = = = ▼



To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1. Name of conveying party(ies):
Midwest Payment Systems

FINANCE SECTION

4.23.03

- Individual(s)
- General Partnership
- Corporation-State
- Other

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: **Fifth Third Processing Systems, Inc.**

Internal Address: _____

Street Address: **38 Fountain Square Plaza**
MD 10907E

City: **Cincinnati** State: **OH** ZIP: **45263**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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

3. Nature of conveyance:

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

Execution Date: **January 16, 2003**

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

A. Trademark Application No.(s)

Refund Ref: 04/25/2003 6TON11 0000126492

CHECK Refund Total: \$100.00

B. Trademark Registration No.(s) **1,120,703**

1,947,519

1,712,167

2,626,436

2,219,108

Additional numbers attached? Yes No

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

Name: **Bruce Tittel, Esq.**

Internal Address: _____

Wood, Herron & Evans, L.L.P.

Street Address: **2700 Carew Tower**
441 Vine Street

City: **Cincinnati** State: **OH** ZIP: **45202**

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ **240.00**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

23-3000

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

DO NOT USE THIS SPACE

04/25/2003 6TON11 00000108 1947519

01 FC:8521 40.00 CP
02 FC:8522 40.00 CP

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.

Bruce Tittel

April 23, 2003

Name of Person Signing
Reg. No. **22,324**

Signature

Date

Total number of pages including cover sheet, attachments, and document: 11

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments, TRADEMARK



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/16/2003	200301501980	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

DIAMOND ACCESS
LISA VAIDO
887 S HIGH ST
COLUMBUS, OH 43206

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

372067

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FIFTH THIRD PROCESSING SOLUTIONS, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):

200301501980



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 14th day of January, A.D.
2003.

J. Kenneth Blackwell
Ohio Secretary of State

JAN 14 05 (TUE) 11:18
01/14/2003 18:48 CSC
5135346757

TEL: 717 526 4401
FIFTH THIRD LEGAL

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Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos
e-mail: busserv@sos.state.oh.us

Expedite this Form : (Select One)	
Mail Form to one of the Following:	
<input checked="" type="radio"/> Yes	PO Box 390 Columbus, OH 43216 <small>Requires an additional fee of \$100</small>
<input type="radio"/> No	PO Box 028 Columbus, OH 43216

**Certificate of Amendment by Director
or Incorporators to Articles
(Domestic)
Filing Fee \$50.00**

RECEIVED

(CHECK ONLY ONE (1) BOX)

<input type="checkbox"/> Amendment by Directors (123-AMDD)	<input type="checkbox"/> Amendment by Incorporators (124-AMD)
<input checked="" type="checkbox"/> Amended by Directors	<input type="checkbox"/> Amended by Incorporators

JAN 14 2003
J. KENNETH BLACKWELL
SECRETARY OF STATE

Complete the general information in this section for the box checked above.

Name of Corporation Midwest Payment Systems, Inc.

Charter Number 372067

Please check if additional provisions attached hereto are incorporated herein and made a part of these articles of organization.

Complete the information in this section if box (1) is checked.

Name and Title of Officer Robert F. Uhrig Vice President
(name) (title)

(CHECK ONLY ONE (1) BOX)

A meeting of the directors was duly called and held on _____ (Date)

In an writing signed by all the Directors pursuant to section 1701.54 of the ORC

The following resolution was adopted pursuant to section 1701.70(B) 8 of the ORC:
(Insert proper paragraph number)

Article First of the Articles of Incorporation of Midwest Payment Systems, Inc. is hereby amended

and restated as follows:

FIRST: The name of the Corporation shall be Fifth Third Processing Solutions, Inc.

JAN -14 05 (TUE) 11:18 CSC
01/14/2003 10:40 5195346757

TEL: 717 526 4401
FIFTH THIRD LEGAL

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Complete the information in this section if box (2) is checked.

WE, the undersigned, being all of the incorporators of the above named corporation, do certify that the subscriptions to shares have not been received and the initial directors are not named in the articles. We hereby have elected to amend the articles as follows:

Empty lines for amending articles.

REQUIRED

Must be authenticated (signed)
by an authorized representative
(See instructions)



Authorized Representative

12/30/2002
Date


Authorized Representative


Date


Authorized Representative


Date



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/16/2003	200301501982	TRADE NAME/ORIGINAL FILING (RNO)	50.00	100.00	.00	.00	.00

Receipt
This is not a bill. Please do not remit payment.

DIAMOND ACCESS
LISA VAIDO
887 S HIGH ST
COLUMBUS, OH 43206

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1362491

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
MIDWEST PAYMENT SYSTEMS, INC.
and, that said business records show the filing and recording of:

Document(s)

TRADE NAME/ORIGINAL FILING

Date of First Use: 12/16/1986
Expiration Date: 01/14/2008

Document No(s):

200301501982

FIFTH THIRD PROCESSING
SOLUTIONS, INC.
38 FOUNTAIN SQ PLAZA, MD 10907E
CINCINNATI, OH 45263



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 14th day of January, A.D.
2003.

J. Kenneth Blackwell
Ohio Secretary of State

FAX -14 03(TUE) 11:19
21/14/2003 10:40

CSC
5195346757

TEL:717 526 4401
FIFTH THIRD LEGAL

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Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-NCS-FILES (1-877-767-3453)

www.state.oh.us/sos
e-mail: busserv@sos.state.oh.us

Expedite this Form: (check box)	
Mail Priority <input type="checkbox"/>	
<input checked="" type="radio"/> Yes	PO Box 1: 90 Columbus OH 43216 ** Requires an additional fee of \$100 **
<input type="radio"/> No	PO Box 6: 0 Columbus OH 43216

NAME REGISTRATION
(For Domestic/Foreign Profit or Non-Profit)
Filing Fee \$50.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

(1) <input checked="" type="checkbox"/> Trade Name (167-AND) Date of first use <u>12/16/1986</u> MMDDYYYY	(2) <input type="checkbox"/> Fictitious Name (169-AFD)	(3) Name Reservation (169-AND) <input type="checkbox"/> Original <input type="checkbox"/> Renewal Registration No. _____
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Complete the information in this section if box (1) or (3) is checked.

The exact name being registered or reported is Midwest Payment Systems, Inc.

The Registrant is (Check Appropriate Box)

<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Corporation incorporated in the state of _____ holding Ohio license no. _____
<input type="checkbox"/> Limited Partnership: Reg. No. _____	<input type="checkbox"/> Unincorporated Association
<input type="checkbox"/> Ohio Limited Liability Co., Reg. No. _____	<input type="checkbox"/> Foreign Limited Liability Co. holding Ohio Reg. No. _____ organized in the state of _____
<input checked="" type="checkbox"/> Ohio Corporation, Charter No. <u>372067</u>	
<input type="checkbox"/> General Partnership	
<input type="checkbox"/> Other _____	

The name of the registrant designated above is Fifth Third Processing Solutions, Inc.

NOTE: Where the registrant is a partnership, the name of the partnership must appear on this line. If the registrant is a foreign corporation licensed in Ohio under an assumed name, both the assumed name and actual corporate title of such corporation must appear on this line.

The business address of the registrant is 38 Fountain Square Plaza, MD 109078
(Street) NOTE: P.O. Box Addresses are NOT acceptable.

Cincinnati Hamilton Ohio 45261
(City) (County) (State) (Zip Code)

JAN -14' 05(TUE) 11:19 CSC
01/14/2003 18:48 5135345757

TEL: 717 526 4401
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Complete the information in this section if box (1) or (2) is checked Cont.

Complete only if registrant is a general partnership
NAME OF ALL GENERAL PARTNERS COMPLETE RESIDENTIAL ADDRESSES (including zip code)

NOTE: Pursuant to DAG 89-081, if a general partner is a foreign (out-of-state) corporation, it must be licensed to transact business in Ohio; if a general partner is a foreign corporation licensed in Ohio under an assumed name, please note both the assumed name and actual corporate title of such general partner.

The nature of the business conducted by the registrant under the trade or fictitious name is (please be specific)
Electronic Processing of Commercial Transactions

Complete the information in this section if box (3) is checked.

- Please reserve the name listed below. (only one name per form)
- Please reserve the first name available in the order of my preference.

I understand that I am not guaranteed the reservation UNTIL I RECEIVE WRITTEN CONFIRMATION FROM THE SECRETARY OF STATE'S OFFICE STATING THAT THE NAME HAS BEEN REGISTERED TO ME.

The name reservation is valid for a period of 180 days.

(First Choice)

(Second Choice)

(Third Choice)

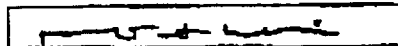
(Applicant)

(Print Name)


(Address)


(City, State and Zip Code)

REQUIRED
Must be authenticated (signed)
by an authorized representative
(See instructions)


Authorized Representative

12/30/2002
Date


Authorized Representative


Date