

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
Benefit Consultants, Inc.		12/31/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Progeny Marketing Innovations Inc.
Street Address:	400 Duke Drive
City:	Franklin
State/Country:	TENNESSEE
Postal Code:	37069
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Serial Number:	78034564	HOME CARE AND REPAIR SAVINGS
Serial Number:	78155791	
Serial Number:	78154447	PROGENY MARKETING INNOVATIONS
Serial Number:	75922497	THE PLUS PACKAGE

CORRESPONDENCE DATA	
Fax Number:	(973)496-4624
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	973-496-5139
Email:	uspto.mail@cendant.com
Correspondent Name:	Susan L. Crane
Address Line 1:	1 Sylvan Way
Address Line 4:	Parsippany, NEW JERSEY 07054

ATTORNEY DOCKET NUMBER:	PROGENY
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NAME OF SUBMITTER:	Susan L. Crane
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Total Attachments: 2

900005291

**TRADEMARK
 REEL: 002793 FRAME: 0171**

CH \$115.00 78034564

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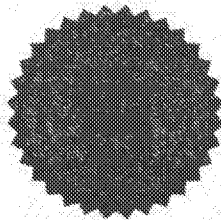
Delaware

PAGE 1

The First State

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 CERTIFICATE OF AMENDMENT OF "BENEFIT CONSULTANTS, INC.", CHANGING ITS NAME FROM "BENEFIT CONSULTANTS, INC." TO "PROGENY MARKETING INNOVATIONS INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 1 O'CLOCK P.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

2088396 8100

AUTHENTICATION: 2181808

030000233

DATE: 01-02-03

TRADEMARK

REEL: 002793 FRAME: 0173

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BENEFIT CONSULTANTS, INC.

Benefit Consultants, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, (the "Corporation") DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable an amendment to the Certificate of Incorporation of the Corporation to change the name of the Corporation to "Progeny Marketing Innovations Inc."

SECOND: That in lieu of a meeting and vote of the stockholder, the sole stockholder has given its unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware by adopting the following resolution:

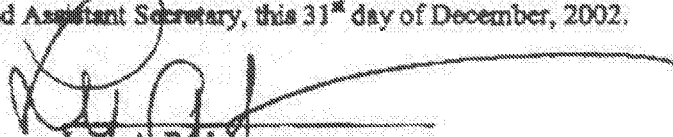
RESOLVED, that Article FIRST of the Certificate of Incorporation be amended to read as follows:

"FIRST. The name of the corporation is Progeny Marketing Innovations Inc."

FURTHER RESOLVED, that the foregoing name change shall be effective upon the filing of this certificate.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Lynn A. Feldman, its Vice President and Assistant Secretary, this 31st day of December, 2002.


Lynn A. Feldman
Vice President and Assistant Secretary