

07-11-2001

To the Honorable Commissioner of

attached original documents or copy hereof.

1. Name of conveying party(ies):

Americus Stock Process Corp.

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

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

3. Nature of conveyance:

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

Execution Date: March 28, 2000

Name: Americus Derivatives Corp.

Address: P.O. BOX 824
VILLAGE STATION
NEW YORK, NEW YORK 10014-0824

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State 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) & addresses attached?

Yes No

A. Trademark Application No.(s)

75/407,989 (AROS)
75/408,257 (BOWS)

B. Trademark Registration No.(s).

AMERICUS (2,214,836)
AMERICUS DERIVATIVES (2,019,479)
OWLS (2,044,534)
RISKS (2,049,769)
DIVS (1,991,889)

Additional Numbers attached? Yes No

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

Name: Leon Medzhibovsky
Internal Address: Fulbright & Jaworski L.L.P.
Street Address: 666 Fifth Avenue
City: New York State: NY Zip: 10103

6. Total number of applications and registration involved: 7

7. Total fee (37 CFR 3.41) \$ 190.00
 Enclosed
 Authorized to be charged to deposit account
(Only if total fee is not sufficient)

8. Deposit account number:

[NUMBER] 50.0624

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

DO NOT USE THIS SPACE

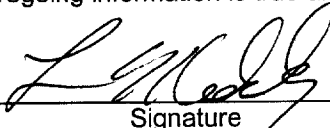
07/11/2001 TDIAZI 00000023 75407989

01 FC:481 40.00 DP
02 FC:482 150.00 DP

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.

Leon Medzhibovsky
Name of Person Signing



Signature

June 28, 2001
Date

Total number of pages comprising cover sheet:

State of Delaware
Office of the Secretary of State

PAGE 1

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 CERTIFICATE OF AMENDMENT OF "AMERICUS STOCK PROCESS CORP.", CHANGING ITS NAME FROM "AMERICUS STOCK PROCESS CORP." TO "AMERICUS DERIVATIVES CORP.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

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



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2252675 8100

001156821

AUTHENTICATION: 0346366

DATE: 03-29-00

TRADEMARK

REEL: 002326 FRAME: 0823

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/28/2000
001156821 - 2252675

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF

AMERICUS STOCK PROCESS CORP.

The undersigned corporation, in order to amend its Certificate of Incorporation, hereby certifies as follows:

FIRST: The name of the Corporation is:

AMERICUS STOCK PROCESS CORP.

SECOND: The corporation hereby amends its Certificate of Incorporation as follows:

Paragraph First of the Certificate of Incorporation, relating to the name of the Corporation is hereby amended to read as follows:

FIRST: The name of the corporation is:

AMERICUS DERIVATIVES CORP.

THIRD: The amendment effected herein was authorized by the affirmative vote of the holders of a majority of the outstanding shares entitled to vote thereon at a meeting of shareholders pursuant to Sections 222 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury this 28th day of March, 2000.

s/A. Joseph Debe

A. Joseph Debe, Authorized Person