

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Neopost Inc.		01/28/2009	a Delaware corporation:

RECEIVING PARTY DATA

Name:	Neopost USA Inc.
Street Address:	478 Wheelers Farm Road
City:	Milford
State/Country:	CONNECTICUT
Postal Code:	06461
Entity Type:	a Delaware corporation:

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	608726	FRIDEN
Registration Number:	1706409	FRIENDSHIP
Registration Number:	3503043	FRIENDSHIP NAVIGATOR
Registration Number:	2845266	ILS
Registration Number:	2860551	ILS.X
Registration Number:	2452915	INTELLI-FEEDER
Registration Number:	3464245	NEOFUNDS
Registration Number:	2373175	NEOLINK
Registration Number:	2871976	NEOTRAK
Registration Number:	1688457	POSTAGE ON CALL
Registration Number:	1662833	POSTAGE ON CALL
Registration Number:	2612262	PRE-SHIP
Registration Number:	1369835	RATE-PAK
Registration Number:	2573430	ROLLER-CARE

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900141646

**TRADEMARK
 REEL: 004051 FRAME: 0724**

Registration Number:	2327963	SIMPLY POSTAGE
Registration Number:	1638157	
Registration Number:	1622048	
Registration Number:	1622047	

CORRESPONDENCE DATA

Fax Number: (415)576-0300
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 415.576.0200
Email: mcm@townsend.com
Correspondent Name: Margaret C. McHugh
Address Line 1: Townsend and Townsend and Crew LLP
Address Line 2: Two Embarcadero Center, 8th Floor
Address Line 4: San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER:	026978B-0
NAME OF SUBMITTER:	Margaret C. McHugh
Signature:	/Margaret C. McHugh/
Date:	08/24/2009

Total Attachments: 5
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 "NEOPOST INC.", CHANGING ITS NAME FROM "NEOPOST INC." TO "NEOPOST USA INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 2009, AT 2:09 O'CLOCK P.M.

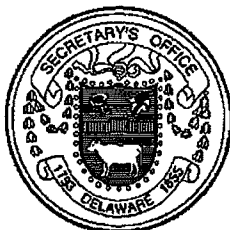
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF FEBRUARY, A.D. 2009.

0832829 8100

090082535

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7107904

DATE: 01-29-09

TRADEMARK
REEL: 004051 FRAME: 0726

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
NEOPOST INC.**

NEOPOST 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:

1. This Certificate of Amendment amends the Amended and Restated Certificate of Incorporation of the Corporation (the "Restated Certificate of Incorporation"), by amending Article 1 to change the name of the Corporation.

2. The text of Article 1 of the Restated Certificate of Incorporation is amended hereby to read as follows:

"1. The name of the corporation is Neopost USA Inc."

3. The foregoing amendment to the Restated Certificate of Incorporation was duly adopted by written consent of the sole stockholder in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

4. This amendment to the Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

5. This Certificate of Amendment shall become effective on February 1, 2009.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its PRESIDENT this 28 day of January, 2009.

NEOPOST INC.

By: 

Name: CHRISTOPHER M. COENEN
Title: PRESIDENT

NEOPOST INC.

WRITTEN CONSENT OF THE SOLE STOCKHOLDER

The undersigned, being the sole stockholder of Neopost Inc., a Delaware corporation (the "Corporation"), does hereby consent to the actions hereinafter set forth, taken or to be taken by the Corporation, and does hereby direct the Secretary to file this consent with the minutes of the Corporation.

WHEREAS, the Board of Directors has proposed and recommended to the stockholder that the Certificate of Incorporation of the Corporation, as amended and restated heretofore, be amended to change the name of the Corporation.

NOW THEREFORE BE IT HEREBY:

RESOLVED: That the Amended and Restated Certificate of Incorporation of the Corporation (the "Restated Certificate of Incorporation") be amended to change the name of the Corporation to Neopost USA Inc. effective February 1, 2009, and that the text of Article 1 of the Restated Certificate of Incorporation be amended to read as follows:

"1. The name of the corporation is Neopost USA Inc."

RESOLVED: That the proper officers of the Corporation be and hereby are authorized and directed to execute and file a Certificate of Amendment of the Restated Certificate of Incorporation with the Secretary of the State of Delaware and to do all things necessary and appropriate to effect such amendment.

RESOLVED: That the proper officers of the Corporation be and hereby are authorized to take or do all such further acts or things as may be necessary or desirable in order to carry out the purpose and intent of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Sole Stockholder as of the 28th day of JANUARY, 2009.

~~NEOPOST S.A.~~

By: _____

Name: Denis Thiery

Title: CEO

HART-1224716-1

NEOPOST INC.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being all of the Directors of Neopost Inc., a Delaware corporation ("Corporation"), do hereby consent to the actions hereinafter set forth, taken or to be taken by the Corporation, and do hereby direct the Secretary to file this consent with the minutes of the Corporation.

WHEREAS, it is in the best interest of the Corporation that its Certificate of Incorporation, as amended and restated heretofore, be amended to change the name of the Corporation.

NOW THEREFORE BE IT HEREBY:

RESOLVED: That the Board of Directors declares it advisable and recommends to the sole stockholder for its approval, that the Amended and Restated Certificate of Incorporation of the Corporation (the "Restated Certificate of Incorporation") be amended to change the name of the Corporation to Neopost USA Inc. effective February 1, 2009, and that the text of Article 1 of the Restated Certificate of Incorporation be amended to read as follows:

"1. The name of the corporation is Neopost USA Inc."

RESOLVED: That upon approval of the amendment by the sole stockholder of the Corporation, the proper officers of the Corporation be and hereby are authorized and directed to execute and file a Certificate of Amendment of the Restated Certificate of Incorporation with the Secretary of the State of Delaware and to do all things necessary and appropriate to effect such amendment.

RESOLVED: That the proper officers of the Corporation be and hereby are authorized to take or do all such further acts or things as may be necessary or desirable in order to carry out the purpose and intent of the foregoing resolutions.

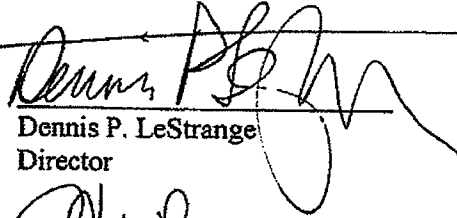
RESOLVED: That this consent may be executed in one or more counterparts, all of which taken together shall constitute one and the same instrument; and further, transmission of an executed copy of this consent by facsimile by any signatory hereto shall be as legally valid and binding as physical delivery of an executed original hereof.

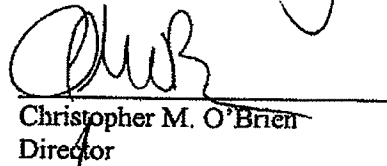
[NEXT PAGE IS SIGNATURE PAGE]

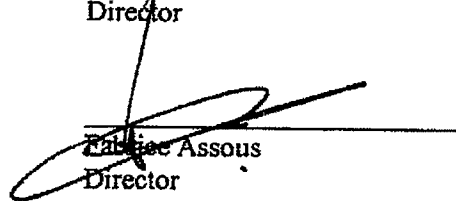
HART1-1524710-1

**TRADEMARK
REEL: 004051 FRAME: 0729**

IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Board of Directors as of the 20th day of January, 2009.


Dennis P. LeStrange
Director


Christopher M. O'Brien
Director


Fabrice Assous
Director