

08-04-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

08/04/1999 BNGUYEN 00000052 75287319

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
TRADEMARK

REEL: 001938 FRAME: 0378

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75287319"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Charles R. Clark

07/28/99

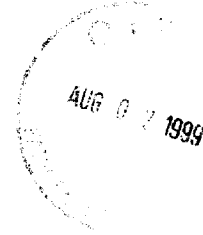
Name of Person Signing

Signature

Date Signed

State of Idaho

Office of the Secretary of State



I Pete T. Cenarrusa, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation, limited liability company, limited partnership, limited liability partnership, and assumed business name records of this State.

I FURTHER CERTIFY That the annexed is a full, true and complete transcript of the articles of amendment of PAYROLL ASSOCIATES, INC., file number C 105035, changing the corporate name to PAYROLLAMERICA, INC., received and filed on July 7, 1999.

Dated: July 22, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

FILED

JUL 7 4 27 PM '99
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PAYROLL ASSOCIATES, INC.

IDAHO SECRETARY OF STATE
07/07/1999 09:00
CL: 1461 CT: 9056 BH: 232041
1 0 JUL 08 - 30.00 AMEND PROC 1 2

Pursuant to Title 30, Chapter 1, Idaho Code, PAYROLL ASSOCIATES, INC has adopted the following Articles of Amendment to its Articles of Incorporation:

I

The name of the corporation is PAYROLL ASSOCIATES, INC.

AUG 8 2 1999

II

The following amendment to the Articles of Incorporation was adopted by the written consent of the shareholders and directors of the corporation on December 29, 1998, in the manner prescribed by the Idaho Business Corporation Act:

RESOLVED, that the Articles of Incorporation of this corporation be amended by changing Article I. so that, as amended, said Article shall be and read as follows:

The name of this corporation is PayrollAmerica, Inc.

III

The number of shares of the corporation outstanding at the time of such adoption was 10,000 shares of common stock, and the number of shares entitled to vote thereon was 1,000.

IV

The number of shares voted for such amendment was 10,000 and the number of shares voted against such amendment was 0.

DATED this 29th day of December, 1998.

PAYROLL ASSOCIATES, INC.

By [Signature]
Its President

C105035

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