

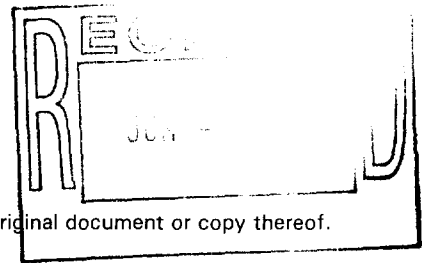
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07-05-2000



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EET



To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of conveying party(ies):

SurePayroll.com, LLC

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State **Delaware**
- Other

Additional name(s) of conveying party(ies) attached

- Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other **Conversion of type of corporation**

Execution Date: **March 6, 2000**

4. Application number(s) or registration number(s)

A. Trademark Application No.(s):

75/908694 [SECURETRAK]
75/908695 [START SIMPLE]
75/908693 [SUREPAYROLL.COM]

Additional numbers attached? Yes No

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

Ms. Susan A. Henderson
555 Ash Street
Winnetka, IL 60093
(847) 446-2763

2. Name and address of receiving party(ies):

Name: **SurePayroll.com, Inc.**

Address: **600 Central Ave.**
Suite 220

City: **Highland Park** State **IL** ZIP
60035

- 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 (Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached Yes No

B. Trademark registration No(s):

6. Total number of applications and registrations involved: **3**

7. Total fee **\$90**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature

To the best of my knowledge and belief, the forgoing information is true and correct and any attached copy is a true copy of the original document.

Susan A. Henderson

May 30, 2000

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet: **1**

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01 FC:481 40.00 OP
 02 FC:482 50.00 OP

TRADEMARK
REEL: 002095 FRAME: 0595

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "SUREPAYROLL.COM, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "SUREPAYROLL.COM, LLC" TO "SUREPAYROLL.COM, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3151821 8100U

001266621

AUTHENTICATION: 0460400

DATE: 05-25-00

TRADEMARK
REEL: 002095 FRAME: 0596

**CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY
TO A
DOMESTIC CORPORATION**

*In accordance with the provisions of §265 of the
General Corporation Law of the State of Delaware*

SurePayroll.com, LLC, a limited liability company duly formed and existing under and by virtue of the laws of the State of Delaware (the "Company"), desiring to convert into a domestic corporation, pursuant to the provisions of §265 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: The Company filed its original Certificate of Formation with the Delaware Secretary of State on December 29, 1999 (the "Certificate of Formation") under the name of ZPayroll, LLC.

SECOND: The name of the corporation into which the Company shall be converted is "SurePayroll.com, Inc."

THIRD: The managers of the Company, pursuant to unanimous written consent, adopted resolutions authorizing the Company to convert into a limited liability company.

FOURTH: In accordance with §265 of the General Corporation Law of the State of Delaware, the Certificate of Conversion was duly approved and adopted.

IN WITNESS WHEREOF, the undersigned on behalf of the Company for the purpose of converting the Company pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Company and the facts stated herein are true, and accordingly has hereunto signed this Certificate of Conversion this 3rd day of March, 2000.

SurePayroll.com, LLC
a Delaware limited liability company

By: /s/ George P. Colis
Name: George P. Colis
Title: Manager

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SUREPAYROLL.COM, INC." FILED IN THIS OFFICE ON THE SIXTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3151821 8100U

001266621

AUTHENTICATION: 0460400

DATE: 05-25-00

TRADEMARK
REEL: 002095 FRAME: 0599

CERTIFICATE OF INCORPORATION
OF
SUREPAYROLL.COM, INC.

ARTICLE ONE

The name of the corporation is SurePayroll.com, Inc.

ARTICLE TWO

The address of the corporation's registered office in the State of Delaware is 9 East Loockerman Street, in the City of Dover, County of Kent, 19901. The name of its registered agent at such address is National Registered Agents, Inc.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The total number of shares of stock which the corporation has authority to issue is one thousand (1,000) shares of Common Stock, par value one cent (\$0.01) per share.

ARTICLE FIVE

The name and mailing address of the sole incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Thaddine G. Gomez	200 East Randolph Drive Suite 5700 Chicago, Illinois 60601

ARTICLE SIX

The corporation is to have perpetual existence.

ARTICLE SEVEN

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized to make, alter or repeal the by-laws of the corporation.

ARTICLE EIGHT

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws of the corporation may provide. The books of the corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation so provide.

ARTICLE NINE

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE NINE shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

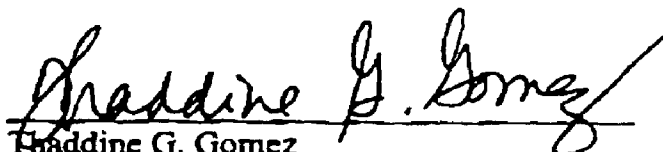
ARTICLE TEN

The corporation expressly elects not to be governed by §203 of the General Corporation Law of the State of Delaware.

ARTICLE ELEVEN

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the 3rd day of March, 2000.


Shaddine G. Gomez
Sole Incorporator