

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&G 9381,85U301

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
POWERPAY.COM INC.

Individuals Association
 General Partnership Limited Partnership
 Corporation-State of New Jersey
 Other: _____

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

2. Name and address of receiving party(ies):
**Ceridian Corporation
3311 East Old Shakopee Road
Minneapolis, Minnesota 55425**

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designations must be separate document from Assignment)

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: December 20, 2001

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)/ Mark(s) B. Trademark Reg. No.(s)/Mark(s)
 _____ **1,817,518/PAYROLL 2000**

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **John L. Beard**
 Address: **MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910**

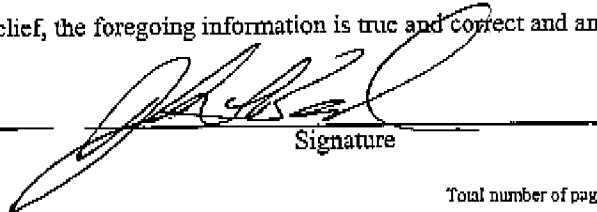
6. Total number of applications and trademarks involved: **1**

7. Total fee (37 CFR 3.41): **\$40.00**
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: **13-2725**

DO NOT USE THIS SPACE

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.

John L. Beard  **December 17, 2003**
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **4**

Do not detach this portion

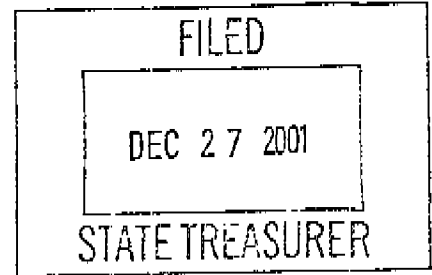
Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PKC-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

CH \$40.00 132725 1817618

**CERTIFICATE OF MERGER
OF
POWERPAY.COM INC.
INTO
CERIDIAN CORPORATION**



To the Department of the Treasury
State of New Jersey

Pursuant to the provisions of Section 14A:10-5.1 of the New Jersey Business Corporation Act, the Delaware parent business corporation hereinafter named does hereby certify that:

FIRST: The name of the subsidiary corporation, which is a business corporation of the State of New Jersey, is POWERPAY.COM INC.

SECOND: The name of the parent corporation, which is a business corporation of the State of Delaware, and which is to be the surviving corporation, is Ceridian Corporation.

THIRD: The number of outstanding shares of the subsidiary corporation is 425,732 shares, all of which are of one class, and all of which are owned by the parent corporation.

FOURTH: The following is the Plan of Merger for merging the subsidiary corporation into the parent corporation as approved by the Board of Directors of the parent corporation on October 24, 2001:

1. Ceridian Corporation ("Ceridian") which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of POWERPAY.COM INC., ("POWERPAY") which is a business corporation of the State of New Jersey, hereby merges POWERPAY into Ceridian pursuant to the provisions of the New Jersey Business Corporation Act and the laws of the State of Delaware.
2. The separate existence of POWERPAY shall cease upon the effective date of the merger pursuant to the provisions of the New Jersey Business Corporation Act; and Ceridian shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of Delaware.
3. The issued shares of POWERPAY shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

4. The issued shares of Ceridian shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Ceridian.

5. The Board of Directors and the proper officers of Ceridian are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

FIFTH: Neither the certificate of incorporation of the parent corporation nor the certificate of incorporation of the subsidiary corporation requires the approval of its shareholders to authorize the merger herein certified.

SIXTH: The parent corporation will continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of Delaware.

SEVENTH: The laws of the jurisdiction of organization of Ceridian permit a merger of a subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of Ceridian; and the merger of POWERPAY into Ceridian is in compliance with the laws of the jurisdiction of incorporation of Ceridian.

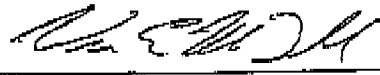
EIGHTH: Ceridian hereby agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of POWERPAY or any obligation of Ceridian for which it is previously amenable to suit in the State of New Jersey and in any proceeding for the enforcement of the rights of a dissenting shareholder of POWERPAY against Ceridian; and Ceridian hereby irrevocably appoints the Department of the Treasury of the State of New Jersey as its agent to accept service of process in any such proceeding and designates the following post office address without the State of New Jersey to which said Department of the Treasury shall mail a copy of the process in such proceeding:

Ceridian Corporation
Office of General Counsel
3311 East Old Shakopee Road
Minneapolis, MN 55425

NINTH: The parent corporation deems the merger to be effective at 5:00 p.m., Central Standard Time, on December 31, 2001.

Executed on this 20th day of December, 2001.

CERIDIAN CORPORATION

By: 
William E. McDonald
Vice President &
Deputy Secretary