

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Progeny Marketing Innovations Holdings Inc.		12/31/2002	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Benefit Consultants, Inc.		
<b>Street Address:</b>	400 Duke Drive		
<b>City:</b>	Franklin		
<b>State/Country:</b>	TENNESSEE		
<b>Postal Code:</b>	37067		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78034564	HOME CARE AND REPAIR SAVINGS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(973)496-4624		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	973-496-5139		
<b>Email:</b>	uspto.mail@cendant.com		
<b>Correspondent Name:</b>	Susan L. Crane		
<b>Address Line 1:</b>	1 Sylvan Way		
<b>Address Line 4:</b>	Parsippany, NEW JERSEY 07054		
<b>ATTORNEY DOCKET NUMBER:</b>	PROGENY		
<b>NAME OF SUBMITTER:</b>	Susan L. Crane		
<b>Total Attachments: 3</b>			
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# Delaware

PAGE 1

*The First State*

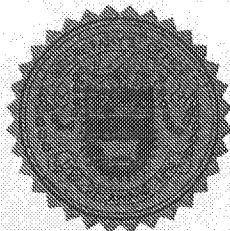
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PROGENY MARKETING INNOVATIONS HOLDINGS INC.", A DELAWARE CORPORATION,

WITH AND INTO "BENEFIT CONSULTANTS, INC." UNDER THE NAME OF "BENEFIT CONSULTANTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:58 O'CLOCK P.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2088396 8100M

AUTHENTICATION: 2169852

020795462

DATE: 12-24-02

**TRADEMARK**

**REEL: 002793 FRAME: 0140**

**CERTIFICATE OF MERGER  
OF  
PROGENY MARKETING INNOVATIONS HOLDINGS INC.  
AND  
BENEFIT CONSULTANTS, INC.**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Progeny Marketing Innovations Holdings Inc., which is incorporated under the laws of the State of Delaware; and

(ii) Benefit Consultants, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Benefit Consultants, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Benefit Consultants, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 400 Duke Drive, Franklin, Tennessee 37067.

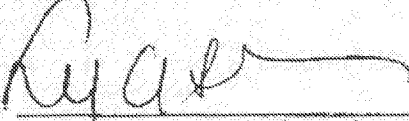
6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective at 11:58 p.m. on December 31, 2002.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 05:00 PM 12/23/2002  
020795462 - 2088396

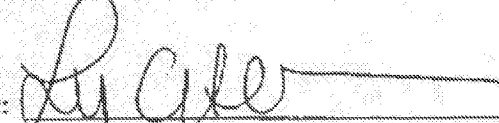
Dated: December 20, 2002

Progeny Marketing Innovations Holdings Inc.

By:   
Lynn A. Feldman, Assistant Secretary

Dated: December 20, 2002

Benefit Consultants, Inc.

By:   
Lynn A. Feldman, Assistant Secretary