

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Progeny Marketing Innovations LLC		12/31/2002	Limited Liability Company: TENNESSEE

RECEIVING PARTY DATA	
Name:	Benefit Consultants, Inc.
Street Address:	400 Duke Drive
City:	Franklin
State/Country:	TENNESSEE
Postal Code:	37067
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Serial Number:	78155791	
Serial Number:	78154447	PROGENY MARKETING INNOVATIONS
Serial Number:	75922497	THE PLUS PACKAGE

CORRESPONDENCE DATA	
Fax Number:	(973)496-4624
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	973-496-5139
Email:	uspto.mail@cendant.com
Correspondent Name:	Susan L. Crane
Address Line 1:	1 Sylvan Way
Address Line 4:	Parsippany, NEW JERSEY 07054

ATTORNEY DOCKET NUMBER:	PROGENY
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NAME OF SUBMITTER:	Susan L. Crane
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# Delaware

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*The First State*

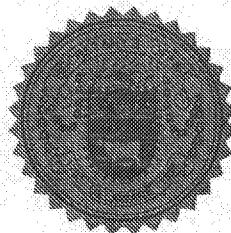
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PROGENY MARKETING INNOVATIONS LLC", A TENNESSEE 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 11:59 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: 2169889

020795464

DATE: 12-24-02

TRADEMARK

REEL: 002793 FRAME: 0168

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

It is hereby certified that:

1. The constituent limited liability company and business corporation participating in the merger herein certified are:

(i) Progeny Marketing Innovations LLC, which is incorporated under the laws of the State of Tennessee; 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 the aforesaid constituent limited liability company in accordance with the provisions of Section 48-244-102 of the Tennessee Limited Liability Company Act and the aforesaid constituent corporation in accordance with 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 limited liability company and corporation 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 member or stockholder of each of the aforesaid constituent limited liability company and corporation.

7. The Agreement of Merger between the aforesaid constituent limited liability company and corporation provides that the merger herein certified shall be effective at 11:59 p.m. on December 31, 2002.

Dated: December 20, 2002

Progeny Marketing Innovations LLC

By: /s/ Lynn A. Feldman  
Lynn A. Feldman, Assistant Secretary

Dated: December 20, 2002

Benefit Consultants, Inc.

By: /s/ Lynn A. Feldman  
Lynn A. Feldman, Assistant Secretary

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