

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
seeUthere.com, Inc.		11/01/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	PlanSoft Corporation
Street Address:	8285 Darrow Road
City:	Twinsburg
State/Country:	OHIO
Postal Code:	44087-2307
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	2563761	SEEUHERE
Serial Number:	78486372	ONVANTAGE
Serial Number:	78486379	ONVANTAGE

CORRESPONDENCE DATA	
Fax Number:	(650)938-5200
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(650) 988-8500
Email:	trademark@fenwick.com
Correspondent Name:	Connie L. Ellerbach, Esq.
Address Line 1:	Silicon Valley Center
Address Line 2:	801 California Street
Address Line 4:	Mountain View, CALIFORNIA 94041-2008

ATTORNEY DOCKET NUMBER:	22950-070
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NAME OF SUBMITTER:	Joan Brennan Jolliffe
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Total Attachments: 7
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Delaware

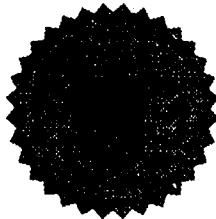
PAGE 1

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:

"SEEUTHERE.COM, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "PLANSOFT CORPORATION" UNDER THE NAME OF
"ONVANTAGE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE FIRST DAY OF NOVEMBER, A.D. 2004, AT 11:47 O'CLOCK
A.M.

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



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040785549

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3447130

DATE: 11-01-04

TRADEMARK
REEL: 002982 FRAME: 0980

CERTIFICATE OF MERGER
OF
seeUthere.com, Inc.
WITH AND INTO
PlanSoft Corporation, subsequently known as OnVantage, Inc.

Pursuant to Section 252(c) of the
General Corporation Law of the State of Delaware

PlanSoft Corporation, a Delaware corporation ("**PlanSoft**"), does hereby certify to the following facts relating to the merger (the "**Merger**") of seeUthere.com, Inc., a California corporation ("**seeUthere**"), with and into PlanSoft, with PlanSoft remaining as the surviving corporation of the Merger, to be renamed OnVantage, Inc. (the "**Surviving Corporation**");

- FIRST: PlanSoft is incorporated pursuant to the General Corporation Law of the State of Delaware ("**DGCL**"). seeUthere is incorporated pursuant to the California Corporations Code ("**CCC**"). seeUthere and PlanSoft are the constituent corporations in the Merger.
- SECOND: An Agreement and Plan of Reorganization has been approved, adopted, certified, executed and acknowledged by seeUthere and by PlanSoft in accordance with the provisions of subsection (c) of Section 252 of the Delaware General.
- THIRD: The Surviving Corporation of the Merger shall be PlanSoft, whose name shall be changed to OnVantage, Inc.
- FOURTH: Upon the effectiveness of the Merger, the Certificate of Incorporation of PlanSoft shall be amended and restated to read in its entirety as set forth in Exhibit A attached hereto.
- FIFTH: The Surviving Corporation is a corporation formed and existing under the laws of the State of Delaware.
- SIXTH: The executed Agreement and Plan of Reorganization is on file at the principal place of business of PlanSoft, at 8285 Darrow Road, Twinsburg, OH 44087-2307.
- SEVENTH: A copy of the executed Agreement and Plan of Reorganization will be furnished by PlanSoft on request and without cost, to any stockholder of any constituent corporation of the Merger.
- EIGHTH: The authorized capital stock of seeUthere is 100,000,000 shares of Common Stock, no par value and 15,248,068 shares of Preferred Stock, no par value, consisting of 7,500,000 shares of Series A-1 Preferred Stock and 7,748,068 shares of Series E Preferred Stock.

This Certificate of Merger shall become effective as of November 1, 2004 at 12:01 a.m
for bookkeeping purposes only.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, PlanSoft Corporation has caused this Certificate of Merger to be executed by its duly authorized officers as of November 1, 2004.

PlanSoft Corporation

By: /s/ David Hunt

David Hunt

Its: Chief Executive Officer

Exhibit A

Restated Certificate of Incorporation of PlanSoft Corporation

**RESTATED CERTIFICATE OF INCORPORATION
OF
PLANSOFT CORPORATION**

PlanSoft Corporation, a Delaware corporation, hereby certifies that:

1. The name of the corporation is PlanSoft Corporation. The date of filing its original Certificate of Incorporation with the Secretary of State was October 22, 1997. The original name of the corporation was PlanSoft Corporation.

2. This Restated Certificate of Incorporation of the corporation attached hereto as Exhibit "1", which is incorporated herein by this reference, and which restates, integrates and further amends the provisions of the Certificate of Incorporation of this corporation as previously amended or supplemented, has been duly adopted by the corporation's Board of Directors and a majority of the stockholders in accordance with Sections 242 and 245 of the Delaware General Corporation Law, with the approval of the corporation's stockholders having been given by written consent without a meeting in accordance with Section 228 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, said corporation has caused this Restated Certificate of Incorporation to be signed by its duly authorized officer and the foregoing facts stated herein are true and correct.

Dated: November 1, 2004

PlanSoft Corporation

By: /s/ David Hunt

Name: David Hunt

Title: Chief Executive Officer

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**TRADEMARK
REEL: 002982 FRAME: 0985**

EXHIBIT "1"
RESTATED CERTIFICATE OF INCORPORATION
OF
OnVantage, Inc.

ARTICLE I: NAME

The name of the corporation is OnVantage, Inc.

ARTICLE II: REGISTERED AGENT

The address of the registered office of the corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, DE 19801. The name of its registered agent at that address is The Corporation Trust Company.

ARTICLE III: PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law of the State of Delaware.

ARTICLE IV: AUTHORIZED SHARES

1. **Authorization of Shares.** This corporation is authorized to issue two (2) classes of shares, designated "Common Stock" and "Preferred Stock". The total number of shares of Common Stock authorized to be issued is Forty Million (40,000,000) shares, \$0.01 par value per share. The total number of shares of Preferred Stock authorized to be issued is Fifteen Million Two Hundred Forty-Eight Thousand Sixty (15,248,060) shares, \$0.01 par value per share, of which Three Million Seven Hundred Forty-Nine Thousand Nine Hundred Ninety-Nine (3,749,999) are designated as "Series F-1 Preferred Stock", Three Million Eight Hundred Seventy-Four Thousand Thirty-One (3,874,031) of which are designated as "Series F-2 Preferred Stock and Seven Million Six Hundred Twenty-Four Thousand Thirty (7,624,030) of which are designated as "Series F-3 Preferred Stock."

ARTICLE V: TERMS OF CLASSES AND SERIES

The rights, preferences, privileges and restrictions granted to and imposed on the Series F-1 Preferred Stock, the Series F-2 Preferred Stock, the Series F-3 Preferred Stock and the Common Stock are as follows:

1. **Definitions.** For purposes of this Article V, the following definitions apply:
 - 1.1 "**Board**" shall mean the Board of Directors of the Corporation.
 - 1.2 "**Corporation**" shall mean this corporation.