

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/10/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Payroll Associates, Inc.		12/10/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Payroll Associates, LLC
Street Address:	840 N. Lenola Road
Internal Address:	Unit 6
City:	Moorestown
State/Country:	NEW JERSEY
Postal Code:	08057
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2819365	PAYCHOICE ENCORE
Registration Number:	2800158	PAYCHOICE ONLINE
Registration Number:	2797405	PAYROLL IN A FLASH
Registration Number:	2611839	PEOPLECHOICE HR
Registration Number:	2291782	PAYROLL ASSOCIATES
Registration Number:	2313983	THE PAYCHOICE CONNECTION
Registration Number:	2307476	PAYCHOICE
Registration Number:	2289290	PAYROLLAMERICA
Serial Number:	76530548	EASYCHOICE
Serial Number:	76504716	ONLINE EMPLOYER

CORRESPONDENCE DATA

CH \$265.00 2819365

Fax Number: (212)355-3333
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-813-8800
Email: dbreitman@goodwinprocter.com
Correspondent Name: Dana Breitman
Address Line 1: 599 Lexington Avenue
Address Line 2: Goodwin Procter LLP
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Dana Breitman
Signature:	/danabreitman/
Date:	07/12/2005

Total Attachments: 3
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Delaware

PAGE 1

The First State

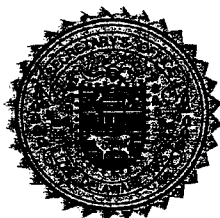
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PAYROLL ASSOCIATES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "PAYROLL ASSOCIATES, LLC" UNDER THE NAME OF
"PAYROLL ASSOCIATES, LLC", A LIMITED LIABILITY COMPANY ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF DECEMBER,
A.D. 2004, AT 9:02 O'CLOCK A.M.

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

3888740 8100M

040892164



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3537448

DATE: 12-10-04

TRADEMARK
REEL: 003120 FRAME: 0115

CERTIFICATE OF MERGER

MERGING

**PAYROLL ASSOCIATES, INC.,
a Delaware corporation**

INTO

**PAYROLL ASSOCIATES, LLC,
a Delaware limited liability company**

Pursuant to Section 264 of the Delaware General Corporation Law (the "DGCL") and Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA"), the undersigned surviving limited liability company of the Merger (as defined below) submits this Certificate of Merger for filing and certifies that:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities of the Merger is as follows:

<u>Name</u>	<u>State of Incorporation/Formation</u>
Payroll Associates, Inc.	Delaware
Payroll Associates, LLC	Delaware

SECOND: A Stock Purchase and Restructuring Agreement (the "Merger Agreement") providing for the merger (the "Merger") of Payroll Associates, Inc., a Delaware corporation, with and into Payroll Associates, LLC, a Delaware limited liability company (the "Surviving LLC"), has been approved, adopted, certified, executed and acknowledged by each of the constituent entities of the Merger in accordance with the requirements of Section 264 of the DGCL and Section 18-209 of the DLLCA.

THIRD: The name of the surviving constituent entity of the Merger is Payroll Associates, LLC.

FOURTH: The Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The executed Merger Agreement is on file at an office of the Surviving LLC, the address of which is 840 N. Lenola Road, Unit 6, Moorestown, NJ 08057.

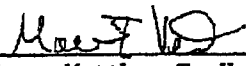
SIXTH: A copy of the Merger Agreement will be furnished by the Surviving LLC, on request and without cost, to any member or stockholder of the constituent entities of the Merger.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be
duly signed by its sole member as of ~~December 10~~, 2004.

PAYROLL ASSOCIATES, LLC

By: PAI Group, Inc., its sole member

By: 
Name: Matthew T. Vettel
Title: President

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