

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |  |
|-----------------------|--|
| SUBMISSION TYPE:      | NEW ASSIGNMENT                               |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name          | Formerly | Execution Date | Entity Type           |
|---------------|----------|----------------|-----------------------|
| PAYMAXX, INC. |          | 04/06/2006     | CORPORATION: OKLAHOMA |

RECEIVING PARTY DATA

|                   |                       |
|-------------------|-----------------------|
| Name:             | COMPUPAY, INC.        |
| Street Address:   | 8300 N.W. 53rd Street |
| Internal Address: | Suite 401             |
| City:             | Miami                 |
| State/Country:    | FLORIDA               |
| Postal Code:      | 33166                 |
| Entity Type:      | CORPORATION: FLORIDA  |

PROPERTY NUMBERS Total: 13

| Property Type        | Number   | Word Mark                             |
|----------------------|----------|---------------------------------------|
| Registration Number: | 1734585  | POWERCOLLECTOR                        |
| Registration Number: | 1735209  | PAYMAXX                               |
| Registration Number: | 2444848  | POWER PAYROLL                         |
| Registration Number: | 2529058  | CHANGING THE WAY AMERICA DOES PAYROLL |
| Registration Number: | 2878127  | TAXXPRO                               |
| Registration Number: | 2469227  | WEBLOAD                               |
| Registration Number: | 2447702  | POWER401K                             |
| Registration Number: | 2663803  | POWER125                              |
| Registration Number: | 2415824  | PAYVIEW                               |
| Registration Number: | 2463562  | PAYLOAD                               |
| Registration Number: | 2784791  | XPRESSTIME                            |
| Registration Number: | 2806377  | PAYMAXX                               |
| Serial Number:       | 78560837 | XPRESSPAYROLL                         |

OP \$340.00 1734585

CORRESPONDENCE DATA

Fax Number: (207)774-7499

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 207-774-4000

Email: cbacall@verrilldana.com

Correspondent Name: Charles P. Bacall

Address Line 1: One Portland Square

Address Line 2: P.O. Box 586

Address Line 4: Portland, MAINE 04112-0586

|                         |                     |
|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 36366-5750          |
| NAME OF SUBMITTER:      | Charles P. Bacall   |
| Signature:              | /Charles P. Bacall/ |
| Date:                   | 05/05/2006          |

Total Attachments: 2

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## TRADEMARK ASSIGNMENT

**WHEREAS, PAYMAXX, INC.**, an Oklahoma corporation (hereinafter "Assignor"), having an address at 302 S. Royal Oaks Boulevard, Franklin, TN 37064, has adopted the trademarks listed in Schedule A and warrants that it has used said trademarks and is continuing to use said trademarks and is the owner of the respective United States Trademark Registrations and Application thereof;

**WHEREAS, COMPUPAY, INC.**, a Florida corporation (hereinafter "Assignee"), having an address at 8300 N.W. 53rd Street, Suite 401, Miami, FL 33166, desires to acquire all of Assignor's right, title and interest in and to such trademarks, the goodwill symbolized thereby, and the United States Trademark Registrations and Application thereof.

**NOW, THEREFORE**, effective as of the date set forth below, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and convey to Assignee and its successors and assigns: (i) its entire right, title and interest, in and to the trademarks attached in Schedule A, the goodwill symbolized thereby, the respective United States Trademark Registrations and Application thereof, and the goodwill of the business of Assignor to which said trademarks apply; (ii) all licenses to which Assignor is a party and which relate to such trademarks, including the right to collect all royalties or any other payments which are or become due and payable to Assignor under said licenses, and any other income, royalties, damages, and payments now or hereafter due or payable to Assignor with respect to said trademarks; and (iii) all causes of action (either in law or in equity) and the right to sue, and recover for past, present, or future infringement of the rights assigned to Assignee hereunder.

Assignor hereby agrees to execute all papers and to perform such other proper acts as Assignee or its successors or assigns may deem reasonably necessary to secure to Assignee, or to its successors or assigns, the rights hereby transferred.

**WHEREFORE**, Assignor has caused this Trademark Assignment to be duly executed below, as of the date indicated, by its duly authorized officer.

Dated as of April 6, 2006

**PAYMAXX INC.**  
("Assignor")

By: 

Its: Treasurer

**SCHEDULE A**

Registration Number 1,734,585 for "POWERCOLLECTOR"

Registration Number 1,735,209 for "PAYMAXX"

Registration Number 2,444,848 for "POWER PAYROLL"

Registration Number 2,529,058 for "CHANGING THE WAY  
AMERICA DOES PAYROLL"

Registration Number 2,878,127 for "TAXXPRO"

Registration Number 2,469,227 for "WEBLOAD"

Registration Number 2,447,702 for "POWER401K"

Registration Number 2,663,803 for "POWER125"

Registration Number 2,415,824 for "PAYVIEW"

Registration Number 2,463,562 for "PAYLOAD"

Registration Number 2,784,791 for "XPRESSTIME"

Registration Number 2,806,377 for "PAYMAXX"

Application Number 78/560,837 for "XPRESSPAYROLL"  
(originally filed as "EXPRESSPAYROLL")

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