

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                  |  |                |                      |
|----------------------------------|--|----------------|----------------------|
| SUBMISSION TYPE:                 | NEW ASSIGNMENT   |                |                      |
| NATURE OF CONVEYANCE:            | MERGER   |                |                      |
| EFFECTIVE DATE:                  | 02/21/2003   |                |                      |
| <b>CONVEYING PARTY DATA</b>      |  |                |                      |
| Name                             | Formerly   | Execution Date | Entity Type          |
| Payformance Corporation          |  | 02/21/2003     | CORPORATION: FLORIDA |
| <b>RECEIVING PARTY DATA</b>      |  |                |                      |
| Name:                            | Payformance Corporation  |                |                      |
| Street Address:                  | 10550 Deerwood Park Blvd.  |                |                      |
| Internal Address:                | Suite 300  |                |                      |
| City:                            | Jacksonville   |                |                      |
| State/Country:                   | FLORIDA  |                |                      |
| Postal Code:                     | 32256-2805   |                |                      |
| Entity Type:                     | CORPORATION: DELAWARE  |                |                      |
| <b>PROPERTY NUMBERS Total: 1</b> |  |                |                      |
| Property Type                    | Number   | Word Mark      |                      |
| Serial Number:                   | 75430183   | PAYFORMANCE    |                      |
| <b>CORRESPONDENCE DATA</b>       |  |                |                      |
| Fax Number:                      | (202)637-5910  |                |                      |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                |                      |
| Phone:                           | 202 637 5600   |                |                      |
| Email:                           | DCPTOTrademarkMail@HHLaw.com   |                |                      |
| Correspondent Name:              | Ajit J. Vaidya and Anna Kurian Shaw  |                |                      |
| Address Line 1:                  | HOGAN & HARTSON, LLP-Columbia Square   |                |                      |
| Address Line 2:                  | 555 13th Street, N.W.  |                |                      |
| Address Line 4:                  | Washington, DISTRICT OF COLUMBIA 20004   |                |                      |
| ATTORNEY DOCKET NUMBER:          | 22798-0006   |                |                      |
| NAME OF SUBMITTER:               | Ajit J. Vaidya   |                |                      |

CH \$40.00 75430183

Signature:

/Ajit J. Vaidya/

Date:

02/23/2007

Total Attachments: 3

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C T CORPORATION

STATE OF DELAWARE  
SECRETARY OF STATE 02/04  
DIVISION OF CORPORATIONS  
FILED 02:30 PM 03/06/2003  
030149820 - 3593240

**CERTIFICATE OF OWNERSHIP AND MERGER**

of

**PAYFORMANCE CORPORATION**  
(a Florida corporation)

into

**PAYFORMANCE CORPORATION**  
(a Delaware corporation)

It is hereby certified that:

1. Payformance Corporation (hereinafter referred to as "Payformance-DE") is a Delaware corporation.
2. Payformance Corporation, a Florida corporation (hereinafter referred to as "Payformance-FL") is the owner of all of the outstanding shares of common stock of Payformance-DE.
3. Payformance-FL hereby merges with and into Payformance-DE, with Payformance-DE being the surviving corporation (the "Merger").
4. The following is a copy of the resolutions adopted on February 21, 2003 by the Board of Directors of Payformance-DE to merge with Payformance-FL.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors acknowledges that the Merger has been adopted, approved, certified, executed and acknowledged by Payformance-FL in accordance with the Florida Business Corporation Act; and

FURTHER RESOLVED, that the Board of Directors hereby authorizes and empowers this Corporation to enter into a Plan of Merger (a copy of which has been distributed to each member of the Board of Directors) pursuant to which this Corporation will merge with Payformance-FL, whereby this Corporation will be the surviving corporation; and

FURTHER RESOLVED, that pursuant to the terms of the Merger, the holders of each share of Payformance-FL's Common Stock, Series B-1 Convertible Preferred Stock, Series B-2 Convertible Preferred Stock and Series C Convertible Preferred Stock shall receive in exchange therefor a share of Common Stock,

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Series B-1 Convertible Preferred Stock, Series B-2 Convertible Preferred Stock and Series C Convertible Preferred Stock, respectively, of this Corporation on surrender of any certificates therefor; and

FURTHER RESOLVED, that the Board of Directors hereby approves, authorizes and declares it advisable that this Corporation prepare and file a Certificate of Ownership and Merger with the Delaware Secretary of State and prepare and file Articles of Merger with the Florida Secretary of State, in each case, in accordance with the terms of the Plan of Merger, and enter into any other agreements and execute any documents, instruments, or certificates required to accomplish the Merger; and

FURTHER RESOLVED, that the Board of Directors of this Corporation or the Board of Directors of Payformance-FL may terminate the Merger at any time prior to the time the filing of the Certificate of Ownership and Merger shall become effective in accordance with §103 of the Delaware General Corporation Law; and

FURTHER RESOLVED, that the President and Chief Executive Officer, the Chief Financial Officer, and any Vice President of this Corporation are hereby authorized and directed to execute and deliver the Plan of Merger, the Articles of Merger, and the Certificate of Ownership and Merger on behalf of this Corporation, and to execute and deliver any other documents, agreements, instruments, or certificates required to accomplish the Merger; and

FURTHER RESOLVED, that the President and Chief Executive Officer, the Chief Financial Officer, and any Vice President of this Corporation are hereby authorized and directed to take all steps and do all things that such officer, in his or her sole discretion, deems necessary, desirable or appropriate to carry out the aforesaid resolutions; and

FURTHER RESOLVED, that any actions heretofore taken by the officers of this Corporation in connection with the furtherance or implementation of any of the foregoing resolutions be, and hereby are, ratified and confirmed as the authorized acts of this Corporation.

5. The proposed merger has been adopted, approved, certified, executed and acknowledged by Payformance-FL in accordance with the laws of Florida.

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Executed on February 21, 2003

**PAYFORMANCE CORPORATION, a Delaware corporation**

By Dwayne L. McAfee  
Name: Dwayne L. McAfee  
Its: President & CEO

**PAYFORMANCE CORPORATION, a Florida corporation**

By Dwayne L. McAfee  
Name: Dwayne L. McAfee  
Its: President & CEO