

03-13-2007

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Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp.

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office



3/13/07

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2007 FEB -5 AM 11:30

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

FlexBen Corporation

- Individual(s)
- General Partnership
- Corporation- State: Michigan
- Other

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: WageWorks, Inc.
Internal Address: 1100 Park Place 4th Floor

Street Address: Same

City: San Mateo

State: CA

Country: USA Zip: 94403

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship Delaware
- Other Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s):

Execution Date(s) Jan. 1, 2007

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

76/082938 ; 76/082936

B. Trademark Registration No.(s)

2,512,149 ; 2,516,848

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Regist. No. 2,512,149 ee Commerce ; EE COMMERCE (Registration No. 2,516,848)

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Dickson Leung
Internal Address: WageWorks, Inc.

Street Address: 1100 Park Place 4th Floor

City: San Mateo

State: CA Zip: 94403

Phone Number: 650.577.5219

Fax Number:

Email Address: Dickson.Leung@WageWorks.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 80

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

00000063 76082938

Signature

Date

1-31-2007

Dickson Leung
Name of Person Signing

Number of pages including cover sheet, attachments, and document:

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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PAGE 1

MI DEPT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"FLEXBEN CORPORATION", A MICHIGAN CORPORATION, WITH AND INTO "WAGWORKS, INC." UNDER THE NAME OF "WAGWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2006, AT 1:21 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

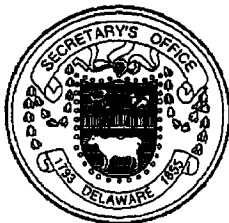
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2006.

FILED

DEC 29 2006

Administratror
BUREAU OF COMMERCIAL SERVICES

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5315190

DATE: 12-28-06

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RECORDED: 02/05/2007

TRADEMARK
REEL: 003502 FRAME: 0489