

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/01/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Plansoft Corporation		11/01/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Onvantage, Inc.
Street Address:	8285 Darrow Road
City:	Twinsburg
State/Country:	OHIO
Postal Code:	44087
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2514949	MPOINT

CORRESPONDENCE DATA

Fax Number: (330)864-7986
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 330-8640-5550
 Email: trademarks@hahnlaw.com
 Correspondent Name: Scott M. Oldham
 Address Line 1: One GOJO Plaza
 Address Line 2: Suite 300
 Address Line 4: Akron, OHIO 44311

ATTORNEY DOCKET NUMBER:	057671.00031
NAME OF SUBMITTER:	Scott M. Oldham
Signature:	/Scott M. Oldham/

CH \$40.00 2514949

Date:

08/16/2007

Total Attachments: 4

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Delaware

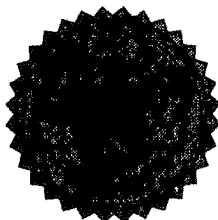
PAGE 1

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.



2807239 8100M
040785549

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3447130

DATE: 11-01-04

TRADEMARK
REEL: 003602 FRAME: 0985

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.

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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