

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/06/1998

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Advantage Business Services, Inc.		02/06/1998	CORPORATION: MAINE

RECEIVING PARTY DATA

Name:	Advantage Business Services Holdings, Inc.
Street Address:	126 Merrow Road
City:	Auburn
State/Country:	MAINE
Postal Code:	04211
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2117834	INSTANT PAYROLL

CORRESPONDENCE DATA

Fax Number: (866)947-1121
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (585) 263-1000
 Email: kwalsh@nixonpeabody.com
 Correspondent Name: Kristen M. Walsh
 Address Line 1: 1100 Clinton Square
 Address Line 4: Rochester, NEW YORK 14604

ATTORNEY DOCKET NUMBER:	21104/14
NAME OF SUBMITTER:	Kristen M. Walsh
Signature:	/kristenmwash/

Date:

11/13/2007

Total Attachments: 5

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**BUSINESS CORPORATION
STATE OF MAINE
(Merger of Domestic and Foreign Corporations)
ARTICLES OF MERGER**

Minimum Fee \$80 (See §1401 sub-§19)

File No. 19700008 D Pages 5 Fee Paid # 80.00 DCN 1980371400032 MERG FILED 02/06/1998 <i>Nancy B. Kelleher</i> Deputy Secretary of State	1198848/888/01/021 808
A True Copy When Attested By Signature _____ Deputy Secretary of State	

Advantage Business Services, Inc.
A corporation organized under the laws of Maine

INTO

Advantage Business Services Holdings, Inc.
A corporation organized under the laws of Delaware

Pursuant to 13-A MRSA §906, the preceding corporations adopt these Articles of Merger:

- FIRST:** The laws of the State(s) of Delaware under which the foreign corporation(s) is (are) organized, permit such merger.
- SECOND:** The name of the surviving corporation is Advantage Business Services Holdings, Inc. and it is to be governed by the laws of the State of Delaware.
- THIRD:** The plan of merger is set forth in Exhibit A attached hereto and made a part hereof.
- FOURTH:** As to each participating domestic corporation, the shareholders of which voted on such plan of merger, the number of shares outstanding and the number of shares entitled to vote on such plan, and the number of such shares voted for and against the plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Number of Shares Entitled to Vote	NUMBER Voted For	NUMBER Voted Against
Advantage Business Services, Inc.	8,954	8,954	8,954	-0-

- FIFTH:** If the shares of any class were entitled to vote as a class, the designation and number of the outstanding shares of each such class, and the number of shares of each such class voted for and against the plan, are as follows:

Name of Corporation	Designation of Class	Number of Shares Outstanding	NUMBER Voted For	NUMBER Voted Against

(Include the following paragraph if the merger was authorized without the vote of the shareholders of the surviving corporation. Omit if not applicable.)

- SIXTH:** The plan of merger was adopted by the participating corporation which is to become the surviving corporation in the merger without any vote of its shareholders, pursuant to section 902, subsection 5. The number of shares of each class outstanding immediately prior to the effective date of the merger, and the number of shares of each class to be issued or delivered pursuant to the plan of merger of the surviving corporation are set forth as follows:

Designation of Class	Number of Shares Outstanding Immediately Prior to Effective Date of Merger	Number of Shares to Be Issued Or Delivered Pursuant to the Merger
Common	-0-	-0-
Preferred	-0-	-0-

SEVENTH: The address of the registered office of the surviving corporation in the State of Maine is* _____

(street, city, state and zip code)

The address of the registered office of the merged corporation in the State of Maine is* _____

95 Main Street, P.O. Box 3200, Auburn, ME 04212

(street, city, state and zip code)

EIGHTH: Effective date of the merger (if other than date of filing of Articles) is _____

(Not to exceed 60 days from date of filing of the Articles)

DATED February 6, 1998

MUST BE COMPLETED FOR VOTE OF SHAREHOLDERS
I certify that I have custody of the minutes showing the above action by the shareholders.
Advantage Business Services, Inc.
(name of corporation)
<i>[Signature]</i>
(signature of clerk, secretary or asst. secretary)

Advantage Business Services, Inc.
(participating domestic corporation)

**By *[Signature]*
(signature)

Charles W. Lathrop, Jr., President
(type or print name and capacity)

**By *[Signature]*
(signature)

Bryan M. Conch, Clerk
(type or print name and capacity)

DATED February 6, 1998

MUST BE COMPLETED FOR VOTE OF SHAREHOLDERS
I certify that I have custody of the minutes showing the above action by the shareholders.
Advantage Business Services Holdings, Inc.
(name of corporation)
<i>[Signature]</i>
(signature of clerk, secretary or asst. secretary)

Advantage Business Services Holdings, Inc.
(participating domestic corporation)

**By *[Signature]*
(signature)

Charles W. Lathrop, Jr., President
(type or print name and capacity)

**By *[Signature]*
(signature)

Charles W. Lathrop, Jr., Secretary
(type or print name and capacity)

NOTE: If a foreign corporation is the survivor of this merger, see §906.4 and §908.3 as to whether Form MBCA-10Ma is required.

*Give address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given should be the principal or registered office in the State of incorporation.

**This document MUST be signed by (1) the Clerk OR (2) the President or a vice-president and the Secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if there are no such officers, then a majority of the Directors or such directors as may be designated by a majority of directors then in office OR (4) if there are no such directors, then the Holders, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the Holders of all of the outstanding shares of the corporation.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE, 101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101

FORM NO. MBCA-10C Rev. 96

TEL. (207) 287-4195

**PLAN OF MERGER
OF
ADVANTAGE BUSINESS SERVICES, INC.
(a Maine corporation)
AND
ADVANTAGE BUSINESS SERVICES HOLDINGS, INC.
(a Delaware corporation)**

PLAN OF MERGER adopted by Advantage Business Services, Inc., a business corporation organized under the laws of the State of Maine ("ABSI-ME"), by resolutions of its Board of Directors on February 6, 1998, and adopted by Advantage Business Services Holdings, Inc., a business corporation organized under the laws of the State of Delaware ("ABSI-DE"), by resolutions of its Board of Directors on February 6, 1998.

FIRST: The participating corporations ABSI-ME and ABSI-DE shall, pursuant to the provisions of the Maine Business Corporation Act (the "Maine Law") and the provisions of the General Corporation Law of the State of Delaware (the "Delaware Law"), be merged with and into a single corporation, to wit, ABSI-DE, which shall be the surviving corporation upon the effective time and date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Delaware Law. The separate existence of ABSI-ME, which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease at the effective time and date of the merger in accordance with provisions of the Maine Law.

SECOND: The present Certificate of Incorporation of the Surviving Corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said Surviving Corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware Law.

THIRD: The present Bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware Law.

FOURTH: The directors and officers in office of the Surviving Corporation upon the effective time and date of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

ABS-04.TGG

FIFTH: Each issued share the Terminating Corporation shall, upon the effective date of the merger, be converted into one share of the Surviving Corporation. At the effective time of the merger, there are no shares of the Surviving Corporation issued and outstanding.

SIXTH: The Surviving Corporation assume the assets and liabilities of the Terminating Corporation.

SEVENTH: In the event that the merger, and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Maine and the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

EIGHTH: The Board of Directors and the proper officers of the Terminating Corporation and the Board of Directors and the proper officers of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

ABS-04.TGG

(To be filed with Articles of Merger when the surviving corporation is to be governed by the laws of any jurisdiction other than Maine.)

AGREEMENT BY

Advantage Business Services Holdings, Inc.
surviving corporation

TO PAY DISSENTING SHAREHOLDERS OF DOMESTIC CORPORATIONS AND APPOINTMENT OF SECRETARY OF STATE AS AGENT

PURSUANT to 13-A MRSA §906.4, the undersigned corporation submits the following agreement and appointment of agent to accept service of process.

FIRST: The corporation agrees that it will promptly pay to the dissenting shareholders of any participating domestic corporation the amount, if any, to which they are entitled under 13-A MRSA (Maine Business Corporation Act) with respect to the rights of dissenting shareholders.

SECOND: The corporation agrees that it may be served with process in the State of Maine in any proceeding to enforce any obligation of a participating domestic corporation or any participating foreign corporation previously subject to suit in the State of Maine, or to enforce the right of dissenting shareholders of any participating domestic corporation against the surviving corporation.

THIRD: The corporation irrevocably appoints the Secretary of State of Maine as its agent to accept service of process in any such proceedings.

FOURTH: The address to which the Secretary of State shall mail a copy of any process in such proceeding is
126 Merrow Rd. Auburn, Me. 04211

FIFTH: The address of the registered office of the corporation is*
14 Sampson Rd. Monmouth, Maine 04259
(street, city, state and zip code)

DATED February 5, 1998

Advantage Business Services Holdings, Inc.
(surviving corporation)

By Charles W. Lathrop, Jr.
(signature)
Charles W. Lathrop, Jr., President
(type or print name and capacity)

By Charles W. Lathrop, Jr.
(signature)
Charles W. Lathrop, Jr., Secretary
(type or print name and capacity)

*Give address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given should be the principal or registered office in the State of incorporation.

**This document MUST be signed by (1) the Clerk OR (2) the President or a vice-president and the Secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if there are no such officers, then a majority of the Directors or such directors as may be designated by a majority of directors then in office OR (4) if there are no such directors, then the Holder, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the Holder of all of the outstanding shares of the corporation.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
181 STATE HOUSE STATION, AUGUSTA, ME 04333-0101
TEL. (207) 287-4195

FORM NO. MBCA-10Ma Rev. 96