

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
HAY ACQUISITION COMPANY I, INC.		08/03/2007	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HAY GROUP HOLDINGS, INC.		
<b>Street Address:</b>	2711 Centerville Road		
<b>Internal Address:</b>	Suite 400		
<b>City:</b>	Wilmington		
<b>State/Country:</b>	DELAWARE		
<b>Postal Code:</b>	19803		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2241113	PAYNET	
Registration Number:	2241891	HAY PAYNET	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(215)689-2410		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	215-979-1282		
<b>Email:</b>	Lfgould@duanemorris.com		
<b>Correspondent Name:</b>	LEWIS F. GOULD, JR.		
<b>Address Line 1:</b>	30 SOUTH 17TH STREET		
<b>Address Line 4:</b>	PHILADELPHIA, PENNSYLVANIA 19103		
<b>ATTORNEY DOCKET NUMBER:</b>	D4701-00093		
<b>NAME OF SUBMITTER:</b>	LEWIS F. GOULD, JR.		
<b>Signature:</b>	/lfg/		

**CH \$65.00 2241113**

Date:

03/30/2009

Total Attachments: 3

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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 AMENDMENT OF "HAY ACQUISITION COMPANY I, INC.", CHANGING ITS NAME FROM "HAY ACQUISITION COMPANY I, INC." TO "HAY GROUP HOLDINGS, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF AUGUST, A.D. 2007, AT 5:20 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2232196 8100  
070890500



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5903014

DATE: 08-06-07

TRADEMARK  
REEL: 003961 FRAME: 0397

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

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Hay Acquisition Company I, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Hay Acquisition Company I, Inc., resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, That the Certificate of Incorporation of this corporation be amended by changing the Article First thereof so that, as amended said Article shall be and read as follows:

"First: The name of the corporation is Hay Group Holdings, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That this Certificate of Amendment of the Certificate of Incorporation shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF, said Hay Acquisition Company I, Inc. has caused this certificate to be signed by Jeffrey H. Marcus, it's Secretary this 3<sup>rd</sup> day of August, 2007.

HAY ACQUISITION COMPANY I, INC.

By: JEFFREY H. MARCUS  
Jeffrey H. Marcus, Secretary