

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/08/2005		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
eBenX, Inc.		03/31/2005	CORPORATION: MINNESOTA
<b>RECEIVING PARTY DATA</b>			
Name:	SHPS Human Resource Solutions, Inc.		
Street Address:	9200 Shelbyville Road		
Internal Address:	7th Floor		
City:	Louisville		
State/Country:	KENTUCKY		
Postal Code:	40222		
Entity Type:	CORPORATION: KENTUCKY		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	3119101	BEN-NET	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(502)581-1087		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	502-589-5400		
Email:	cstewart@fbtlaw.com		
Correspondent Name:	Cynthia L. Stewart		
Address Line 1:	400 West Market Street		
Address Line 2:	32nd Floor		
Address Line 4:	Louisville, KENTUCKY 40202-3363		
ATTORNEY DOCKET NUMBER:	BEN-NET MERGER		
NAME OF SUBMITTER:	Cynthia L. Stewart		

**CH \$40.00 3119101**

**900133977**

**TRADEMARK  
 REEL: 003986 FRAME: 0723**

Signature:	/Cynthia L. Stewart/
Date:	05/13/2009
<b>Total Attachments: 7</b> source=MN Merger of eBenX into HRS#page1.tif source=MN Merger of eBenX into HRS#page2.tif source=MN Merger of eBenX into HRS#page3.tif source=MN Merger of eBenX into HRS#page4.tif source=MN Merger of eBenX into HRS#page5.tif source=MN Merger of eBenX into HRS#page6.tif source=MN Merger of eBenX into HRS#page7.tif	

State of Minnesota

**SECRETARY OF STATE**

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

KY: SHPS HUMAN RESOURCE SOLUTIONS, INC.

MN: EBENX, INC.

State of Formation and Name of Surviving Entity:

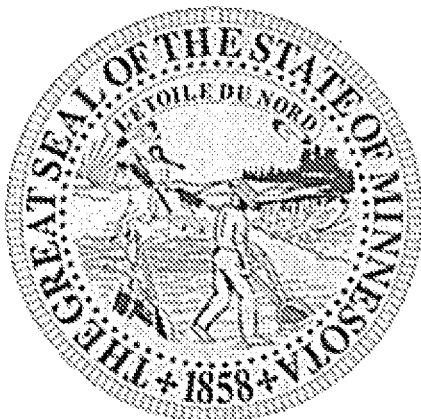
KY: SHPS HUMAN RESOURCE SOLUTIONS, INC.

Effective Date of Merger: April 8, 2005

Name of Surviving Entity After Effective Date of Merger:

SHPS HUMAN RESOURCE SOLUTIONS, INC.

This certificate has been issued on: April 6, 2005.



*Mary Kiffmeyer*  
Secretary of State.

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ARTICLES OF MERGER  
OF  
EBENX, INC.,  
A MINNESOTA CORPORATION,  
WITH AND INTO  
SHPS HUMAN RESOURCE SOLUTIONS, INC.,  
A KENTUCKY CORPORATION

Pursuant to § 271B.11-050 of the Kentucky Business Corporation Act (the "KBCA"), these Articles of Merger relate to the merger (the "Merger") of eBenX, Inc., a Minnesota corporation ("eBenX"), with and into SHPS Human Resource Solutions, Inc., a Kentucky corporation ("Human Resource"), which shall be the surviving corporation.

- (1) An Agreement and Plan of Merger (the "Merger Agreement"), attached hereto as Annex A, was approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with § 271B.11-070 of the KBCA.
- (2) The name of the surviving corporation is "SHPS Human Resource Solutions, Inc."
- (3) The executed Merger Agreement is on file at the principal office of the surviving corporation at 11405 Bluegrass Parkway, Louisville, Kentucky 40299.
- (4) The authorized capital stock of eBenX consists of 1,000 shares of common stock, of which 1,000 shares are outstanding, and all such shares were voted in favor of the Merger Agreement.
- (5) The authorized capital stock of Human Resource consists of 100 shares of common stock, of which 100 shares are outstanding, and all such shares were voted in favor of the Merger Agreement.
- (6) The Merger shall be effective at the close of business on April 8, 2005.

[Signature page follows.]

IN WITNESS WHEREOF, Human Resource has caused these Articles of Merger to be executed by its duly authorized officer this 21 day of March, 2005.


SHHS HUMAN RESOURCE SOLUTIONS, INC.

By: 

Name: David A. Nelson

Title: President and Chief Executive Officer

EBENX, INC.

By: 

David A. Nelson, Chief Executive Officer

Annex A

**AGREEMENT AND PLAN OF MERGER OF  
EBENX, INC.,  
A MINNESOTA CORPORATION,  
WITH AND INTO  
SHPS HUMAN RESOURCE SOLUTIONS, INC.,  
A KENTUCKY CORPORATION**

This Agreement and Plan of Merger (this "Agreement") is made as of March 31, 2005, by and between eBenX, Inc., a Minnesota corporation ("eBenX"), and SHPS Human Resource Solutions, Inc., a Kentucky corporation ("Human Resource").

**RECITALS**

WHEREAS, the Board of Directors of eBenX and the Board of Directors of Human Resource deem it in the best interest of the companies and their respective shareholders that eBenX merge with and into Human Resource, which shall be the surviving corporation of the merger, pursuant to § 302A.651 of the Minnesota Business Corporation Act (the "MBCA") and § 271B.11-070 of the Kentucky Business Corporation Act (the "KBCA"), as applicable.

**AGREEMENT**

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

**SECTION 1**

**MERGER**

1.1 Merger. In accordance with the provisions of this Agreement, the MBCA and the KBCA, eBenX shall be merged with and into Human Resource (the "Merger"), the separate existence of eBenX shall cease and Human Resource shall be, and is sometimes referred to below as, the "Surviving Company," and the name of the Surviving Company shall be "SHPS Human Resource Solutions, Inc." The purpose of the Surviving Company shall be to engage in any lawful act or activity for which corporations may be organized under the KBCA.

1.2 Filing and Effectiveness. The Merger shall become effective at the close of business on April 8, 2005 (the "Effective Time").

1.3 Effect of the Merger. Upon the Effective Time, the separate existence of eBenX shall cease and Human Resource, as the Surviving Company, (a) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Time, (b) shall succeed, without other transfer, to all of the assets, rights, powers and property of eBenX in the manner more fully set forth in the MBCA and the KBCA, (c) shall continue to be subject to

all of the debts, liabilities and obligations of Human Resource as constituted immediately prior to the Effective Time, and (d) shall succeed, without other transfer, to all of the debts, liabilities and obligations of eBenX in the same manner as if Human Resource had itself incurred them, all as more fully provided under the applicable provisions of the MBCA and the KBCA.

## SECTION 2

### CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Articles of Incorporation and Bylaws. In connection with the Merger, the Articles of Incorporation and Bylaws of Human Resource as in effect immediately prior to the Effective Time shall continue in full force and effect immediately after the Effective Time as the Articles of Incorporation and Bylaws of the Surviving Company until duly amended in accordance with the provisions thereof and applicable law.

2.2 Directors and Officers. The directors and officers of Human Resource immediately prior to the Effective Time shall be the directors and officers of the Surviving Company until their successors shall have been duly elected and qualified or as otherwise provided by law or the Articles of Incorporation of the Surviving Company.

## SECTION 3

### MANNER OF CONVERSION OF SHARES

3.1 eBenX's Shares. At the Effective Time, and without any action on the part of the holder thereof, each issued and outstanding share of eBenX will be cancelled.

3.2 Human Resource's Shares. At the Effective Time, and without any action on the part of the holder thereof, each issued and outstanding share of Human Resource will remain unchanged.

## SECTION 4

### GENERAL

4.1 Further Assurances. From time to time, as and when required by Human Resource or by its successors or assigns, there shall be executed and delivered on behalf of eBenX such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Human Resource the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of eBenX and otherwise to carry out the purposes of this Agreement, and the officers and directors of Human Resource are fully authorized in the name and on behalf of eBenX or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Company, 11405 Bluegrass Parkway, Louisville, Kentucky

40299, and copies thereof will be furnished to any shareholder of any party, upon request and without cost.

4.3. Governing Law. This Agreement and all acts and transactions pursuant hereto and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the Commonwealth of Kentucky, without giving effect to principles of conflicts of law.

#### SECTION 5

#### AMENDMENT; TERMINATION

Prior to the effective time of the filing of executed Articles of Merger with the Secretary of State of the Commonwealth of Kentucky and executed Articles of Merger with the Secretary of State of the State of Minnesota, this Agreement may be terminated at any time by the written consent of the Board of Directors of Human Resource.

#### SECTION 6

#### COUNTERPARTS

This Agreement may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

[Signature page follows.]



IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed by an authorized individual.

EBENX, INC.

By:   
David A. Nelson, Chief Executive Officer

SHPS HUMAN RESOURCE SOLUTIONS, INC.

By:   
David A. Nelson, Chief Executive Officer

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

APR 06 2005

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*Mary Hoffmeyer*  
Secretary of State