

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/30/2009		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
FlexAmerica, Inc.		11/30/2009	CORPORATION: MARYLAND
<b>RECEIVING PARTY DATA</b>			
Name:	PayFlex Systems USA, Inc.		
Street Address:	10802 Famam Drive		
Internal Address:	Suite 100		
City:	Omaha		
State/Country:	NEBRASKA		
Postal Code:	68154		
Entity Type:	CORPORATION: NEBRASKA		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Serial Number:	78271850	FLEXAMERICA	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(402)952-6870		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	402-341-3070		
Email:	trademark@mcgrathnorth.com		
Correspondent Name:	Tracy L. Deutmeyer		
Address Line 1:	1601 Dodge Street		
Address Line 2:	First National Tower, Suite 3700		
Address Line 4:	Omaha, NEBRASKA 68102		
NAME OF SUBMITTER:	Tracy L. Deutmeyer		
Signature:	/Tracy L. Deutmeyer/		

OP \$40.00 78271850

**900152464**

**TRADEMARK  
 REEL: 004133 FRAME: 0642**

Date:

01/19/2010

**Total Attachments: 4**

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State of Maryland  
Department of  
Assessments and Taxation

Charter Division



Martin O'Malley  
Governor

C. John Sullivan, Jr.  
Director

Paul B. Anderson  
Administrator

Date: 12/02/2009

THE CORPORATION TRUST INCORPORATED  
351 W CAMDEN ST  
BALTIMORE MD 21201-7912

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

DEPARTMENT ID : D05218649  
TYPE OF REQUEST : ARTICLES OF MERGER  
DATE FILED : 11-30-2009  
TIME FILED : 01:12 PM  
RECORDING FEE : \$100.00  
EXPEDITED FEE : \$50.00  
FILING NUMBER : 1000361999026069  
CUSTOMER ID : 0002357739  
WORK ORDER NUMBER : 0001800777

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT  
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK  
ORDER NUMBER ON ANY INQUIRIES.

Charter Division  
Baltimore Metro Area (410) 767-1350  
Outside Metro Area (888) 246-5941

ARTICLES OF MERGER

MERGING

**FLEXAMERICA, INC.**  
(a corporation of the State of Maryland)

INTO

**PAYFLEX SYSTEMS USA, INC.**  
(a corporation of the State of Nebraska)

**FIRST: PAYFLEX SYSTEMS USA, INC.**, a corporation organized and existing under the laws of the State of Nebraska, hereinafter referred to as the parent corporation), and **FLEXAMERICA, INC.**, a corporation organized and existing under the laws of the State of Maryland, (hereinafter referred to as the subsidiary corporation), agree that **FLEXAMERICA, INC.** shall be merged into **PAYFLEX SYSTEMS USA, INC.** The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

**SECOND: PAYFLEX SYSTEMS USA, INC.**, a corporation organized and existing under the laws of the State of Nebraska, shall survive the merger and shall continue under the name **PAYFLEX SYSTEMS USA, INC.**

**THIRD:** The parties to these Articles of Merger are **PAYFLEX SYSTEMS USA, INC.**, a corporation organized on the 11<sup>th</sup> day of February, 1997 under the Business Corporation Act of the State of Nebraska, which corporation was has not been qualified to do business in the State of Maryland, and **FLEXAMERICA, INC.**, a corporation organized and existing under the laws of the State of Maryland.

**FOURTH:** No amendment is made to the charter of the surviving corporation as part of the merger.

**FIFTH:** The total number of shares of stock of all classes of **PAYFLEX SYSTEMS USA, INC.**, that it has authority to issue is Ten Thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) each, with the aggregate par value of Ten Thousand Dollars (\$10,000).

The total number of shares of stock of all classes of **FLEXAMERICA, INC.** that it has authority to issue is One Million (1,000,000) shares of common stock with a par value of one cent (\$.01) each, with the aggregate par value of Ten Thousand Dollars (\$10,000).

**SIXTH:** The number of outstanding shares of each class of **FLEXAMERICA, INC.** and the number of shares of each class owned by **PAYFLEX SYSTEMS USA, INC.**

NOV 30 2009

INC. are as follows:

<u>Class</u>	<u>Total shares outstanding</u>	<u>Shares owned by parent corporation</u>
Common Stock	970,000	970,000

SEVENTH: The manner and basis of converting or exchanging the issued stock of the merged corporation into different stock or other consideration and the manner of dealing with any issued stock of the merged corporation not to be so converted or exchanged shall be as follows:

All of the issued and outstanding shares of FLEXAMERICA, INC. are owned by PAYFLEX SYSTEMS USA, INC., the surviving corporation, and no shares of the surviving corporation are to be issued or any other consideration given for shares of FLEXAMERICA, INC., the merged corporation, but upon the effective date of the Articles of Merger, all the shares of stock of the merged corporation shall be surrendered for cancellation to PAYFLEX SYSTEMS USA, INC.

EIGHTH: The principal office of said FLEXAMERICA, INC., organized under the laws of the State of Maryland, is located in the County of Montgomery, State of Maryland.

FLEXAMERICA, INC. owns no property in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

NINTH: The location of the principal office of the surviving corporation in the State of Nebraska, the state of its incorporation, is 10802 Farnam Drive, Suite 100, Omaha, Nebraska 68154 and the name and post office address of a resident agent of said surviving corporation in Maryland, is

National Registered Agents, Inc. of Maryland  
836 Park Avenue, 2nd Floor  
Baltimore, MD 21201


TENTH: The merger was duly approved by unanimous resolution of the board of directors of FLEXAMERICA, INC. effective on November 30, 2009.


The merger was duly approved by unanimous resolution of the board of directors of PAYFLEX SYSTEMS USA, INC., effective on November 30, 2009.

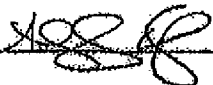
ELEVENTH: The merger to be effected by these Articles of Merger was duly advised and authorized and approved by PAYFLEX SYSTEMS USA, INC. in the manner and by the vote required by the laws of the State of Nebraska and by the charter of said corporation.

IN WITNESS WHEREOF, FLEXAMERICA, INC. and PAYFLEX SYSTEMS USA, INC., the corporations party to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective Chief Executive Officers ; and witnessed or attested by their respective secretaries as of the 30<sup>th</sup> day of November, 2009.

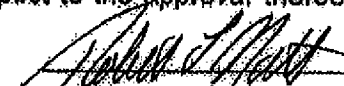
By  FLEXAMERICA, INC.  
ROBERT L. NATT, CEO

Attest:(Witness):  
  
ANTHONY J. KRINGS  
Secretary


By  PAYFLEX SYSTEMS USA, INC.  
ROBERT L. NATT, CEO

Attest:(Witness)  
  
ANTHONY J. KRINGS  
Secretary

THE UNDERSIGNED, ROBERT L. NATT, CEO of FLEXAMERICA, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under penalties of perjury.

  
ROBERT L. NATT, CEO

THE UNDERSIGNED, ROBERT L. NATT, CEO of PAYFLEX SYSTEMS USA, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under penalties of perjury.

  
ROBERT L. NATT, CEO