

**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
Denver Reserve Company, LLC		11/30/2009	LIMITED LIABILITY COMPANY: COLORADO
<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

Date:

01/29/2010

**Total Attachments: 7**

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**ARTICLES OF MERGER**  
**OF**  
**DENVER RESERVE COMPANY LLC**  
**AND**  
**PAYFLEX SYSTEMS USA, INC.**

To the Secretary of State  
State of Nebraska

Pursuant to the provisions of the Nebraska Business Corporation Act governing the merger of domestic companies, the companies hereinafter named do hereby adopt the following articles of merger.

1. The names of the merging corporations are DENVER RESERVE COMPANY LLC, which is a limited liability company organized under the laws of the State of Colorado (the "Subsidiary"), and PAYFLEX SYSTEMS USA, INC., which is a business corporation organized under the laws of the State of Nebraska (the "Parent").
2. Annexed hereto as Exhibit "A" and made a part hereof is the Plan of Merger for merging the Subsidiary with and into the Parent, as approved by resolution of the directors of the Parent.
3. Shareholder/Member approval of both the Subsidiary and the Parent is not required in accordance with Neb. Rev. Stat. § 21-20,131. The sole Shareholder/Member of the Subsidiary waived the mailing requirement as set forth in Neb. Rev. Stat. § 21-20,131.
4. The Parent will continue its existence as the surviving corporation pursuant to the provisions of the Nebraska Business Corporation Act under its present name.
5. The Plan of Merger, and the performance of its terms, were duly authorized by all actions required by the laws of the State of Nebraska and the State of Colorado and by the Articles of Incorporation of the Parent and the Certificate of Formation of the Subsidiary.
6. This merger is to be effective as of the close of business on the date of the filing of these Articles of Merger with the Nebraska Secretary of State.

IN WITNESS WHEREOF, the undersigned entities hereby execute these Articles of Merger effective on the 30<sup>th</sup> day of November, 2009.

DENVER RESERVE COMPANY LLC, a  
Colorado limited liability company

a PAYFLEX SYSTEMS USA, INC., a Nebraska  
corporation

  
By: ANTHONY J. KRINGS

  
By: ANTHONY J. KRINGS

Its: SECRETARY

Its: SECRETARY

Exhibit "A"

PLAN OF MERGER

PLAN OF MERGER approved effective on the 30<sup>th</sup> day of November, 2009 by PAYFLEX SYSTEMS USA, INC., a corporation organized under the laws of the State of Nebraska, pursuant to resolutions adopted by its Board of Directors.

1. DENVER RESERVE COMPANY LLC, a limited liability company organized under the laws of the State of Colorado, is a wholly owned subsidiary of PAYFLEX SYSTEMS USA, INC.

2. DENVER RESERVE COMPANY LLC shall, pursuant to the provisions of the Nebraska Business Corporation Act and the Colorado Corporations and Associations Act, be merged with and into PAYFLEX SYSTEMS USA, INC., which shall be the surviving corporation upon the Effective Date of the merger and which is 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 Nebraska Business Corporation Act. The separate existence of DENVER RESERVE COMPANY LLC, which is hereinafter referred to as the "terminating company," shall cease upon the Effective Date of the merger in accordance with the provisions of the Colorado Corporations and Associations Act.

3. The Articles of Incorporation of the surviving corporation as now in force and effect shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the Nebraska Business Corporation Act.

4. Each issued share or interest of the terminating company shall, upon the Effective Date of the merger, be surrendered and extinguished and shall not be converted or exchanged in any manner. Each issued share or interest of the surviving corporation shall not be converted or exchanged in any manner, and each said issued share or interest of the surviving corporation which exists as of the Effective Date of the merger shall continue to represent one share of the surviving corporation.

5. The effective date of the merger (the "Effective Date") shall be the close of business on the date of the filing of the Articles of Merger with the Nebraska Secretary of State.

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Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

**Statement of Merger  
(Surviving Entity is a Foreign Entity)**

filed pursuant to § 7-90-203.7 and § 7-90-204.5 of the Colorado Revised Statutes (C.R.S.)

1. For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

*(Caution: At least one merging entity must be an entity formed under the laws of Colorado.)*

ID Number 2006 1124700  
*(Colorado Secretary of State ID number)*

Entity name or true name Denver Reserve Company LLC

Form of entity Limited Liability Company

Jurisdiction Colorado

Street address 10802 Farnam Drive  
*(Street number and name)*  
Suite 100

Omaha NE 68154  
*(City) (State) (ZIP/Postal Code)*  
USA  
*(Province - if applicable) (Country)*

Mailing address  
*(leave blank if same as street address)*   
*(Street number and name or Post Office Box information)*

*(City) (State) (ZIP/Postal Code)*

*(Province - if applicable) (Country)*

ID Number   
*(Colorado Secretary of State ID number)*

Entity name or true name

Form of entity

Jurisdiction \_\_\_\_\_

Street address \_\_\_\_\_  
(Street number and name)

\_\_\_\_\_  
(City) (State) (ZIP/Postal Code)  
\_\_\_\_\_  
(Province - if applicable) USA (Country)

Mailing address \_\_\_\_\_  
(leave blank if same as street address) (Street number and name or Post Office Box information)

\_\_\_\_\_  
(City) (State) (ZIP/Postal Code)  
\_\_\_\_\_  
(Province - if applicable) (Country)

ID Number \_\_\_\_\_  
(Colorado Secretary of State ID number)

Entity name or true name \_\_\_\_\_

Form of entity \_\_\_\_\_

Jurisdiction \_\_\_\_\_

Street address \_\_\_\_\_  
(Street number and name)

\_\_\_\_\_  
(City) (State) (ZIP/Postal Code)  
\_\_\_\_\_  
(Province - if applicable) (Country)

Mailing address \_\_\_\_\_  
(leave blank if same as street address) (Street number and name or Post Office Box information)

\_\_\_\_\_  
(City) (State) (ZIP/Postal Code)  
\_\_\_\_\_  
(Province - if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)  
 There are more than three merging entities and the ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and the principal address of each additional merging entity is stated in an attachment.

2. For the surviving entity which is a foreign entity, its entity ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

(Caution: The surviving entity cannot be an entity formed under the laws of Colorado.)

ID Number \_\_\_\_\_  
(Colorado Secretary of State ID number)

Entity name or true name PayFlex Systems USA, Inc.

Form of entity Corporation

Jurisdiction Nebraska

Street address 10802 Farnam Drive  
(Street number and name)  
Suite 100  
Omaha NE 68154  
(City) (State) (ZIP/Postal Code)  
USA  
(Province - (if applicable) (Country)

Mailing address  
(leave blank if same as street address)   
(Street number and name or Post Office Box information)  
  
(City) (State) (ZIP/Postal Code)  
  
(Province - (if applicable) (Country)

3. Each merging entity has been merged into the surviving foreign entity.

4. *(If the following statement applies, adopt the statement by marking the box and state the appropriate document number(s).)*

One or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state and the document number of each filed document is

Document number \_\_\_\_\_  
 Document number \_\_\_\_\_  
 Document number \_\_\_\_\_

*(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

There are more than three trademarks and the document number of each additional trademark is stated in an attachment.

5. *(Mark the applicable box and complete the statement. Caution: Mark only one box.)*

The surviving foreign entity maintains a registered agent in this state.

OR

The surviving foreign entity does not maintain a registered agent in this state and service of process may be addressed to the entity and mailed to the principal address pursuant to section 7-90-704 (2), C.R.S.

OR

The surviving foreign entity has not maintained a registered agent in this state and appoints a registered agent to accept service pursuant to section 7-90-204.5, C.R.S. The person appointed as registered agent has consented to being so appointed. Such registered agent's name and address are

Name  
(if an individual) \_\_\_\_\_  
(Last) (First) (Middle) (Suffix)

OR

(if an entity) National Registered Agents, Inc.  
(Caution: Do not provide both an individual and an entity name.)

Street address 1535 Grant Street  
(Street number and name)  
Suite 140  
Denver CO 80203  
(City) (State) (ZIP Code)

Mailing address  
(leave blank, if same as street address) \_\_\_\_\_  
(Street number and name or Post Office Box information)  
\_\_\_\_\_  
(City) CO \_\_\_\_\_  
(State) (ZIP Code)

6. (If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

7. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are \_\_\_\_\_  
(mm/dd/yyyy hour:minute am/pm)

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Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing this document to be delivered for filing are

Krings Anthony Joseph Mr.  
(Last) (First) (Middle) (Suffix)  
10802 Farnam Drive  
(Street number and name or Post Office Box information)  
Suite 100  
Omaha NE 68154  
(City) (State) (ZIP/Postal Code)  
\_\_\_\_\_  
(Province - if applicable) USA (Country)

(If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.



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