

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The GETPAID Corporation		10/24/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	The GETPAID LLC		
Street Address:	1209 Orange Street		
Internal Address:	c/o The Corporation Trust Company		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1765627	GET PAID	
Registration Number:	2852495	GETPAID	
CORRESPONDENCE DATA			
Fax Number:	(215)994-2222		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	noelle.ballarini@dechert.com		
Correspondent Name:	Glenn A. Gundersen/Dechert LLP		
Address Line 1:	2929 Arch Street		
Address Line 2:	Cira Centre		
Address Line 4:	Philadelphia, PENNSYLVANIA 19104-2808		
NAME OF SUBMITTER:	James J. Johnston		
Signature:	/James J. Johnston/		
Date:	11/16/2010		

CH \$65.00 1765627

Total Attachments: 6

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Delaware

PAGE 1

The First State

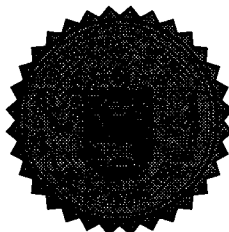
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "THE GETPAID CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "THE GETPAID CORPORATION" TO "THE GETPAID LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2005, AT 6:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2005, AT 11:59 O'CLOCK P.M.

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

3660858 8100V

050868058



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4250169

DATE: 10-25-05

TRADEMARK
REEL: 004414 FRAME: 0912

**CERTIFICATE OF CONVERSION
OF
THE GETPAID CORPORATION
TO
THE GETPAID LLC**

Pursuant to Title 8, Section 266 of the General Corporation Law of the State of Delaware and Title 6, Section 18-214 of the Limited Liability Company Act of the State of Delaware, The GetPAID Corporation, a Delaware corporation (the "Corporation"), does hereby certify to the following information relating to the conversion of the Corporation into The GetPAID LLC, a Delaware limited liability company:

1. The Corporation was incorporated with the filing of its Certificate of Incorporation with the Secretary of State of the State of Delaware on July 9, 2003.
2. The name of the Corporation immediately prior to filing this Certificate of Conversion is The GetPAID Corporation. The name under which the Corporation was originally incorporated is The GetPAID Corporation.
3. The name of the limited liability company into which the Corporation shall be converted, as set forth in its Certificate of Formation, is The GetPAID LLC.
4. This conversion has been duly approved by the Board of Directors and sole stockholder of the Corporation in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.
5. Pursuant to Title 6, Section 18-214 of the Limited Liability Company Act of the State of Delaware, this Certificate of Conversion shall be effective at 11:59 PM EDT on October 24, 2005.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Conversion to be signed by an authorized person this 24th day of October, 2005.

/S/ Michael J. Ruane
Michael J. Ruane, Authorized Person

Delaware

PAGE 2

The First State

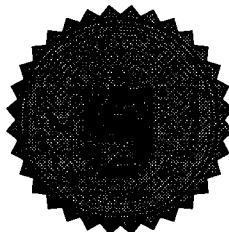
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "THE GETPAID LLC" FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2005, AT 6:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2005, AT 11:59 O'CLOCK P.M.

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

3660858 8100V

050868058



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4250169

DATE: 10-25-05

TRADEMARK
REEL: 004414 FRAME: 0915

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:36 PM 10/24/2005
FILED 06:23 PM 10/24/2005
SRV 050868058 - 3660858 FILE

**CERTIFICATE OF FORMATION
OF
THE GETPAID LLC**

This Certificate of Formation of The GetPAID LLC is being executed by the undersigned for the purpose of forming a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware (6 Del. C. § 18-101, *et seq.*).

FIRST: The name of the limited liability company is:

The GetPAID LLC

SECOND: The address of the registered office of the limited liability company in the State of Delaware is:

c/o The Corporation Trust Company
1209 Orange Street
Wilmington, Delaware 19801

THIRD: The name and address of the registered agent of the limited liability company for service of process on the limited liability company in the State of Delaware is:

The Corporation Trust Company
1209 Orange Street
Wilmington, Delaware 19801

FOURTH: This Certificate of Formation shall become effective at 11:59 PM. (EDT) on October 24, 2005.

[The remainder of this page is intentionally left blank.]

**IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation
this 24th day of October, 2005.**

**/S/ Michael J. Ruane
Michael J. Ruane, Authorized Person**