

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/09/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Software Experts, Inc.		07/09/2003	03: NJ

RECEIVING PARTY DATA

Name:	The GETPAID Corporation
Street Address:	300 Lanidex Plaza
City:	Parsippany
State/Country:	NJ
Postal Code:	07054-2723
Entity Type:	03: DE

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
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 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, PA 19104-2808

NAME OF SUBMITTER:	James J. Johnston
Signature:	/James J. Johnston/
Date:	11/16/2010

TRADEMARK

Total Attachments: 6

source=7995637 SO 1#page1.tif

source=7995637 SO 1#page2.tif

source=7995637 SO 1#page3.tif

source=7995637 SO 1#page4.tif

source=7995637 SO 1#page5.tif

source=7995637 SO 1#page6.tif

STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

SOFTWARE EXPERTS, INC.
100254883

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger/Consolidation
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



Certificate Number: 118725161

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
15th day of November, 2010*

*Andrew P Sidamon-Eristoff
State Treasurer*

FILED

UMC-2 3/96

JUL 9 2003

MRG

DEPARTMENT OF THE TREASURY
DIVISION OF REVENUE **State Treasurer**
CERTIFICATE OF MERGER/CONSOLIDATION (PROFIT CORPORATION)

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

1. Type of Filing (check one): Merger Consolidation

2. Name of Surviving Business Entity: The GetPAID Corporation

3. Name(s)/Jurisdiction(s) of Each Participating Business Entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Identification # Assigned by Treasurer (If Applicable)</u>
The GetPAID Corporation	Delaware	
Software Experts, Inc.	New Jersey	0100254883

4. Voting: The Agreement and Plan of Merger between the parties to the merger has been authorized and approved by the Boards of Directors and Shareholders of each of the constituent corporations by Written Consents thereof dated July 2, 2003.

-a Corp. Name Outstanding Shares
If applicable, set forth the number and designation of any class or series of stock entitled to vote.

The GetPAID Corporation 1 Share of Common Stock, par value \$0.001 per share

S 1274388
J 2444717

903211.2.01 7/8/2003 4:10 PM

0100907683

(2)

-b. Corp. Name Outstanding Shares
If applicable, set forth the number and designation of any class or series of stock entitled to vote.

Software Experts, Inc. 500,000.5 Shares of Common Stock, par value \$0.001 per share

	<u>Votes For</u>	<u>Votes Against</u>
Corp. a	1	-0-
Corp. b	500,000.5	-0-

5. The surviving business entity (i) agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of any New Jersey domestic corporation or any foreign corporation, previously amenable to suit in the State of New Jersey, which is a party to the merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such New Jersey domestic corporation against the surviving corporation; (ii) irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any such proceeding, and the post office address, within or without the State of New Jersey, to which the Secretary of State shall mail a copy of the process in such proceeding is 300 Lanidex Plaza, Parsippany, NJ 07054; and (iii) agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of this act with respect to the rights of dissenting shareholders.

6. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit A.

7. Effective Date: Upon Filing

Signature:

SOFTWARE EXPERTS, INC.

H. D. Dell
Name:

C.E.O.
Title:

7/9/03
Date:

THE GetPAID CORPORATION

Scanna Pizzi
Name:

President, C.O.O.
Title:

July 9, 2003
Date:

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger (the "Plan of Merger"), dated as of 7/9/03, 2003, by and between Software Experts, Inc., a New Jersey corporation ("Software Experts") and The GetPAID Corporation, a Delaware corporation ("GetPAID," and, after the Effective Time, as defined below, the "Surviving Corporation").

The parties hereby prescribe the terms and conditions of merger and the mode of carrying the same into effect as follows:

1. Merger of Software Experts with and into GetPAID. At the Effective Time (as such term is defined in Section 7 hereof), Software Experts will merge with and into GetPAID (the "Merger"), and the separate existence of Software Experts will cease. GetPAID will be the surviving corporation. As a result of the Merger, all of the assets of Software Experts shall be transferred and distributed to GetPAID, and GetPAID shall assume all of the liabilities and obligations of Software Experts. The Merger is being consummated solely for the purpose of effecting (i) the re-domicile of Software Experts in the State of Delaware and (ii) the change of its name to "The GetPAID Corporation."

2. Approval of Merger. The Plan of Merger has been authorized and approved by the Boards of Directors and Stockholders of each of Software Experts and GetPAID, in accordance with the laws of the States of New Jersey and Delaware, respectively, by Written Consents thereof each dated July 9, 2003.

3. Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of GetPAID, until thereafter amended as provided therein and by applicable law.

4. Directors and Officers. At the Effective Time, the directors and officers of the Surviving Corporation shall be the directors and officers of GetPAID.

5. Bylaws. At the Effective Time, the Bylaws of the Surviving Corporation shall be the Bylaws of GetPAID, until thereafter amended as provided therein and by law.

6. Shares. At the Effective Time, (i) each then issued and outstanding share of the capital stock of Software Experts shall be surrendered and converted into the right to receive one (1) share of the Common Stock, par value \$0.001, of GetPAID; (ii) each share of the capital stock of Software Experts held in the treasury of Software Experts shall be cancelled and extinguished, without any conversion thereof; and (iii) each then issued and outstanding share, and each share held in the treasury, of the capital stock of GetPAID shall be cancelled and extinguished.

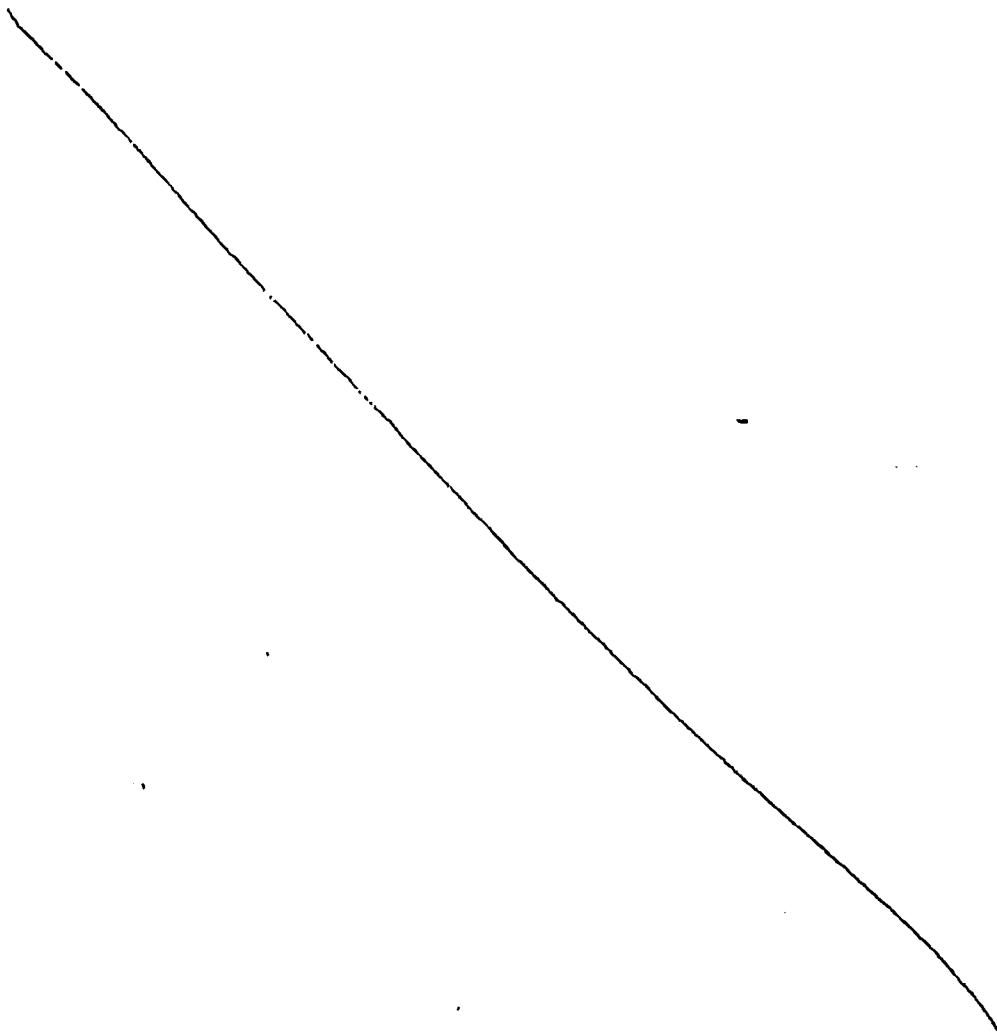
7. Filing, Effective Time. If this Plan of Merger has not been terminated pursuant to Section 8 hereof, then (i) the appropriate Certificates of Merger shall be filed by the parties

903209 3.01

(20)

hereto under New Jersey and Delaware law, respectively; and (ii) this Plan of Merger shall become effective upon the filing of such Certificates of Merger with the Offices of the Secretaries of State of the States of New Jersey and Delaware, respectively, and such time is referred to herein as the "Effective Time." It is understood that the parties hereto intend that the Effective Time shall occur as of the date of this Plan of Merger, or as soon thereafter as practicable.

8. Termination. This Plan of Merger may be terminated and the Merger abandoned by the Boards of Directors of either of Software Experts or GctPAID at any time prior to the Effective Time.



(JL)

IN WITNESS WHEREOF, the parties hereto have caused this duly approved Agreement and Plan of Merger to be executed by their respective authorized officers as of the 9th day of July, 2003.

SOFTWARE EXPERTS, INC.

By: F.A. Pelli
Name: Frederick A. Pirmelli
Title: CEO.

THE GetPAID CORPORATION

By: Diana Pirmelli
Name: Diana Pirmelli
Title: President, C.O.O.
July 9, 2003

(22)