

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/18/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cheers Transitory Subsidiary, Inc.		08/18/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Workscape, Inc.
Street Address:	123 Felton Street
City:	Marlborough
State/Country:	MASSACHUSETTS
Postal Code:	01752
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3124286	ONEFORCE
Registration Number:	3293841	ONEFORCE
Registration Number:	2973880	THE WAY YOU WORK
Registration Number:	3136487	THE WAY YOU WORK
Registration Number:	2366129	WORKSCAPE
Registration Number:	2982905	WORKSCAPE
Registration Number:	2950262	WORKSCAPE

CORRESPONDENCE DATA

Fax Number: (650)798-6071
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 650-798-6700
 Email: sfdocket@klgates.com, mary.figone@klgates.com
 Correspondent Name: Christine B. Redfield, Esq., K&L Gates
 Address Line 1: 630 Hansen Way

900189255

**TRADEMARK
 REEL: 004521 FRAME: 0423**

CH \$190.00 3124286

Address Line 4: Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER: 1402063.00001/WORKSCAPE

NAME OF SUBMITTER: Christine B. Redfield, Esq.

Signature: /Christine B. Redfield/

Date: 04/13/2011

Total Attachments: 6

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CHEERS TRANSITORY SUBSIDIARY, INC.", A DELAWARE CORPORATION,


WITH AND INTO "WORKSCAPE, INC." UNDER THE NAME OF "ADP WORKSCAPE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF AUGUST, A.D. 2010, AT 12:15 O'CLOCK P.M.

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

3081625 8100M

100838505




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8179309

DATE: 08-18-10

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004521 FRAME: 0425

CERTIFICATE OF MERGER OF

WORKSCAPE, INC.

AND

CHEERS TRANSITORY SUBSIDIARY, INC.

The undersigned, a corporation incorporated and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Workscope, Inc.	Delaware
Cheers Transitory Subsidiary, Inc.	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation shall be Workscope, Inc.

FOURTH: The certificate of incorporation of Workscope, Inc., the surviving corporation, shall be amended and restated in its entirety as set forth in Exhibit A attached hereto.

FIFTH: The merger shall be effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: A copy of the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 123 Felton Street, Marlborough, Massachusetts 01752.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

[Remainder of Page Intentionally Left Blank.]

IN WITNESS WHEREOF, Workscope, Inc., has caused this certificate to be signed by an authorized officer, this 18th day of August, 2010.

WORKSCOPE, INC.


By: 
Name: Timothy T. Clifford
Title: President

Exhibit A

**Amended and Restated Certificate of Incorporation
(see attached)**

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

of

Workscape, Inc.

Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware

THE UNDERSIGNED, an authorized officer of Workscape, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies, pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), as follows:

A. The present name of the Corporation is Workscape, Inc.; and the date of filing the original Certificate of Incorporation with the Secretary of State of the State of Delaware is August 24, 1999.

B. This Amended and Restated Certificate of Incorporation amends and restates the Certificate of Incorporation of the Corporation, as heretofore amended and now in effect.

C. This Amended and Restated Certificate of Incorporation of the Corporation was duly adopted pursuant to Sections 242 and 245 of the DGCL.

D. The Amended and Restated Certificate of Incorporation of the Corporation shall hereafter be as follows:

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

of

ADP Workscape, Inc.

1. Name. The name of the corporation is ADP Workscape, Inc. (the "Corporation").

2. Address: Registered Office and Agent. The address of the Corporation's registered office is 160 Greentree Dr., Suite 101, City of Dover, County of Kent, State of Delaware 19904; and the name of its registered agent at such address is National Registered Agents, Inc.

3. Purposes. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

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4. Number of Shares. The total number of shares of stock that the Corporation shall have authority to issue is 100, all of which shall be shares of Common Stock with the par value of \$0.001 per share.

5. Election of Directors. Unless and except to the extent that the By-laws of the Corporation (the "By-laws") shall so require, the election of directors of the Corporation need not be by written ballot.

6. Limitation of Liability.

(a) To the fullest extent permitted under the DGCL, as amended from time to time, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

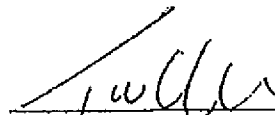
(b) Any amendment, modification or repeal of Section 6(a) shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

7. Adoption, Amendment or Repeal of By-Laws. The Board of Directors of the Corporation is authorized to adopt, amend or repeal the By-laws.

8. Certificate Amendments. The Corporation reserves the right at any time, and from time to time, to amend or repeal any provision contained in this Amended and Restated Certificate of Incorporation, and add other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Amended and Restated Certificate of Incorporation (as amended) are granted subject to the rights reserved in this Article.

WITNESS the signature of this Amended and Restated Certificate of Incorporation this 18th day of August 2010.

WORKSCAPE, INC.


 Name: Timothy T. Clifford
 Title: President