

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Mattec Corporation		12/31/2012
			Entity Type
			CORPORATION: OHIO
RECEIVING PARTY DATA			
Name:	HRMS, Inc.		
Street Address:	4120 Dublin Boulevard		
City:	Dublin		
State/Country:	CALIFORNIA		
Postal Code:	94568		
Entity Type:	CORPORATION: ILLINOIS		
PROPERTY NUMBERS Total: 8			
	Property Type	Number	Word Mark
	Registration Number:	3049039	CMS
	Registration Number:	3220542	CMSI5
	Registration Number:	3225589	CMSM5
	Registration Number:	1419036	PROHELP
	Registration Number:	1894962	SHOPPRO
	Registration Number:	2028581	MAT TEC
	Registration Number:	1607299	MATTEC
	Registration Number:	3529552	MATTEC
CORRESPONDENCE DATA			
Fax Number:	3038630223		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	3038639700		

CH \$215.00 3049039

Email: mtrudell@sheridanross.com
Correspondent Name: Miriam D. Trudell, Sheridan Ross P.C.
Address Line 1: 1560 Broadway, Suite 1200
Address Line 4: Denver, COLORADO 80202

ATTORNEY DOCKET NUMBER:	5842-178 THRU 5842-183-2
NAME OF SUBMITTER:	Miriam D. Trudell
Signature:	/miriam trudell/
Date:	01/30/2013

Total Attachments: 12

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DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/31/2012	201236600347	Merged Out Of Existence (MEX)	125.00	200.00		.00	.00

Receipt

This is not a bill. Please do not remit payment.

DIAMOND ACCESS
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

616262

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MATTEC CORPORATION

and, that said business records show the filing and recording of:

Document(s):
Merged Out Of Existence

Document No(s):
201236600347



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus,
Ohio this 31st day of December,
A.D. 2012.

Ohio Secretary of State



Form 551 Prescribed by:
JON HUSTED
 Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: (877) SOS-FILE (767-3453)
 www.OhioSecretaryofState.gov
 Busserv@OhioSecretaryofState.gov

Makes checks payable to Ohio Secretary of State

Mail this form to one of the following:
 Regular Filing (non expedite)
 P.O. Box 1329
 Columbus, OH 43216

Expedite Filing (Two-business day processing
 time requires an additional \$100.00).
 P.O. Box 1390
 Columbus, OH 43216

Certificate of Merger

Filing Fee: \$125
 (154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

HRMS, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

- 1. Domestic (Ohio entity) Foreign (Non-Ohio Entity)

Illinois

Jurisdiction of formation

2. Charter/Registration/License Number

(If licensed in Ohio as domestic or foreign)

- 3. For-Profit Corporation
- Nonprofit Corporation
- For-Profit Limited Liability Company
- Nonprofit Limited Liability Company
- Partnership
- Limited Partnership
- Limited Liability Partnership

RECEIVED STATE
 SECRETARY OF STATE
 2012 DEC 28 PM 4:41
 CLIENT SERVICE CENTER

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

Entity Name	Ohio Charter/License/Registration Number	Jurisdiction of Formation	Type of Entity
Mattec Corporation	616262	Ohio	Corporation

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

HRMS, Inc. c/o Epicor Software Corporation
Name

4120 Dublin Boulevard
Mailing Address

Dublin
City

CA
State

94568
Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio. If the surviving entity is a foreign entity NOT licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

CSC-Lawyers Incorporating Service (Corporation Service Company)

Name

50 West Broad Street, Suite 1800

Mailing Address

Columbus

City

Ohio

State

43215

Zip Code

Note: The statutory agent must be an Ohio resident; an Ohio corporation; or a foreign corporation licensed to do business in Ohio and has an Ohio address.

VIII. AMENDMENTS

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached

No Amendments

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation Form 530A or B and Certificate of Good Standing

Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) Form 552

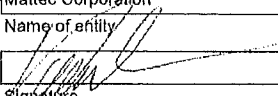
Foreign Qualifying Limited Liability Company Form 533B

Foreign Qualifying Limited Partnership Form 531B

Foreign Qualifying Limited Liability Partnership Form 537 and Evidence of Existence in Jurisdiction of Formation

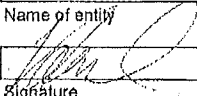
The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives on the date(s) stated below

Mattec Corporation
Name of entity

By: 
Signature

Its: Vice President and Secretary
Title

HRMS, Inc.
Name of entity

By: 
Signature

Its: Vice President and Secretary
Title

Name of entity

By:
Signature

Its:
Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). This includes all merging and surviving entities.

AFFIDAVIT RELEASES FROM VARIOUS GOVERNMENTAL AUTHORITIES

Mattec Corporation

Exact Name of Corporation

If a foreign or domestic corporation licensed to transact business in Ohio is a constituent entity, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence as required by Ohio law, unless the surviving entity is a corporation licensed in Ohio.

Agency	Date Notified	Agency	Date Notified
Ohio Department of Taxation Dissolution Section 4485 Northland Ridge Blvd. Columbus, Ohio 43229	12/28/2012	Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319	12/28/2012
		Overnight: P.O. Box 182413 Columbus, OH 43218-2413	Regular: P.O. Box 182413 Columbus, OH 43218-2413
Agency Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, OH 43215	12/28/2012	Treasurer The treasurer of any county in which the corporation has personal property:	Date Notified
		Warren County	12/28/2012

Note: This affidavit must be signed by one or more persons executing the certificate of merger or by an officer of the corporation.

Signature [Signature] Title Vice President and Secretary

Mattec Corporation c/o Epicor Software Corporation
Name

4120 Dublin Boulevard
Mailing Address

Dublin CA 94568
City State Zip Code

Acknowledged before me and subscribed to my presence on [Date]

Seal Please see attached notarial certificate. [Signature] Commission Expires [Date]
Notary Public

JURAT

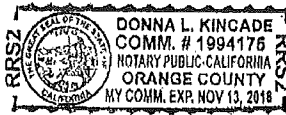
State of California

County of Orange

Subscribed and sworn to before me on this 27th day of December 2012, by Vincent Lowder, proven to me on the basis of satisfactory evidence to be the person who appeared before me.

Donna L. Kincade

Donna L. Kincade, Notary Public



(seal)

OPTIONAL

Further Description of Any Attached Document

Title or Type of Document: Affidavit Releases from Various Governmental Authorities (re: Mattec Corporation) (This page is page 5 of a Certificate of Merger – Ohio Secretary of State)

Document Date: None

Number of Pages: -1-

Signer Other Than Named Above: None

AFFIDAVIT OF PERSONAL PROPERTY

State of CA

County of ORANGE

SS:

Vince Lowder
Name of Officer

Vice President and Secretary
Title of Officer

of

Maltec Corporation
Name of Corporation

and that this affidavit is made in compliance with Section 1701.811(B)(4) of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

- Has no personal property in any county in Ohio
- Is the type required to pay personal property taxes to state authorities only
- Has personal property in the following county (ies)

Warren County

and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

Signature: [Handwritten Signature]

Title: Vice President and Secretary

Acknowledged before me and subscribed in my presence on Date

Seal

Please see attached notarial certificate.

[Notary Seal Box]
Notary Public


Expiration date of Notary Public's Commission Date

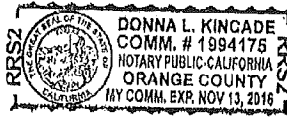
JURAT

State of California

County of Orange

Subscribed and sworn to before me on this 27th day of December 2012, by Vincent Lowder, proven to me on the basis of satisfactory evidence to be the person who appeared before me.


Donna L. Kincade, Notary Public



(seal)

OPTIONAL

Further Description of Any Attached Document

Title or Type of Document: Affidavit of Personal Property (re: Mattec Corporation) (This page is page 6 of a Certificate of Merger – Ohio Secretary of State)

Document Date: None

Number of Pages: -1-

Signer Other Than Named Above: None

Exhibit A**PLAN OF MERGER**

This PLAN OF MERGER approved on December 28, 2012 by Mattec Corporation, a business corporation organized under the laws of the State of Ohio, and by resolution adopted by its Board of Directors on said date, and approved on December 28, 2012 by HRMS, Inc., a business corporation organized under the laws of the State of Illinois, and by resolution adopted by its Board of Directors on said date.

1. Mattec Corporation and HRMS, Inc. shall, pursuant to the provisions of the Ohio Revised Code and the provisions of the Business Corporation Act of Illinois, be merged with and into a single corporation, to wit, HRMS, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to provisions of the Business Corporation Act of Illinois and the laws of the State of Illinois, the jurisdiction of its organization. The separate existence of Mattec Corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Ohio Revised Code.

2. The articles of incorporation of the surviving corporation at the effective date of the merger in the State of Illinois, the jurisdiction of its organization, shall be the articles of incorporation of said surviving corporation; and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Act of Illinois and the laws of the State of Illinois, the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the State of Illinois, the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Act of Illinois and the laws of the State of Illinois, the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the State of Illinois, the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation and the laws of the State of Illinois.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into 10 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Ohio Revised Code, and the merger of the non-surviving

corporation with and into the surviving corporation shall be authorized in the manner prescribed by the provisions of the Business Corporation Act of Illinois and the laws of the State of Illinois, the jurisdiction of organization of the surviving corporation.

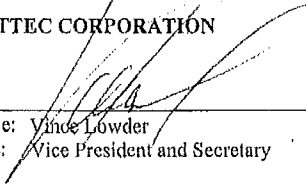
7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Ohio Revised Code, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the Business Corporation Act of Illinois and the laws of the State of Illinois, the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Ohio and of the State of Illinois, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

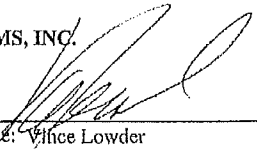
9. The effective date of the merger herein certified shall be December 31, 2012.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed as of the date first written above.

MATTEC CORPORATION

By: 
Name: Vince Lowder
Title: Vice President and Secretary

HRMS, INC.

By: 
Name: Vince Lowder
Title: Vice President and Secretary