

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Entity Type
	BEMAS Software, Inc.		CORPORATION: MISSOURI
RECEIVING PARTY DATA			
Name:	Evolution Benefits, Inc.		
Street Address:	22 Waterville Road		
City:	Avon		
State/Country:	CONNECTICUT		
Postal Code:	06001		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2823002	PAYDIRECT
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	jwessel@daypitney.com		
Correspondent Name:	Jack Wessel		
Address Line 1:	One International Place		
Address Line 2:	Day Pitney LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	129089-000260(MERGER1)		
NAME OF SUBMITTER:	Jack Wessel		
Signature:	/jack wessel/		

CH \$40.00 2823002

Date:

02/18/2014

Total Attachments: 19

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File Number:

F01100038

Date Filed: 12/30/2010

Effective Date: 12/31/2010

Robin Carnahan

Secretary of State

ARTICLES OF MERGER

Pursuant to the provisions of Section 351.447 and Section 351.430.2 Business Corporation Law of Missouri, the undersigned hereby certify the following.

1. The name of the merging corporation is BEMAS Software, Inc., a Missouri corporation. The name of the surviving corporation is Evolution Benefits, Inc., a Delaware corporation.

2. Evolution Benefits, Inc. owns one hundred percent (100%) of the outstanding shares of each class of BEMAS Software, Inc. and will maintain one hundred percent (100%) ownership until the issuance of the certificate of merger by the Missouri Secretary of State.

3. The Plan and Agreement of Merger (the "Plan") was approved and adopted by the Board of Directors of Evolution Benefits, Inc. by Unanimous Written Consent dated December 17, 2010. The shareholders of Evolution Benefits, Inc. are not required to vote on the Plan pursuant to Section 351.447 RSMo.

4. The Board of Directors of BEMAS Software, Inc. and the shareholders of BEMAS Software, Inc. are not required to vote on the Plan pursuant to Section 351.447 RSMo.

5. The resolution of the Board of Directors of Evolution Benefits, Inc. adopting the Plan is attached hereto as Exhibit A and incorporated herein by reference.

6. On the Effective Date, (as hereinafter defined), by virtue of the merger and without any action on the part of the holder of any share of stock of BEMAS Software, Inc., each outstanding share of common stock of BEMAS Software, Inc. shall be cancelled and extinguished.

7. The Articles of incorporation of Evolution Benefits, Inc. shall be the Articles of Incorporation of the surviving corporation, and Evolution Benefits, Inc. shall continue to be governed by the laws of the State of Delaware.

8. The Effective Date of the merger as provided for in the Plan shall be as of 5:00 p.m. eastern time on December 31, 2010.

Signatures appear on the following page.

State of Missouri
Merger - General Business - Domestic 14 Page(s)



T1036451154

TRADEMARK
REEL: 005218 FRAME: 0003

IN AFFIRMATION WHEREOF, these Articles of Merger have been executed in by each of the aforementioned corporations this 20th day of December, 2010.

EVOLUTION BENEFITS, INC.,
a Delaware corporation

By: Patrick A. Murphy

Title: Executive Vice President

BEMAS SOFTWARE, INC.,
a Missouri corporation

By: Patrick A. Murphy

Title: Treasurer

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) SS.

On this the 20th day of December, 2010, before me, a notary public, the undersigned officer, personally appeared Patrick Murphy, who acknowledged himself to be the Treasurer of **BEMAS Software, Inc.**, a Missouri corporation, and that he, as such Treasurer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Treasurer.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the location aforesaid, the day and year first above written.

Beverly V. Stadler
Notary Public


My commission expires:

BEVERLY V. STADLER
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30, 2011

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) SS.

On this the 20th day of December, 2010, before me, a notary public, the undersigned officer, personally appeared Patrick Murphy, who acknowledged himself to be the Executive Vice President of **Evolution Benefits, Inc.**, a Delaware corporation, and that he, as such Executive Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Executive Vice President.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the location aforesaid, the day and year first above written.


Notary Public.

My commission expires:

BEVERLY V. STADLER
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30, 2011

EXHIBIT A

**RESOLUTIONS OF BOARD OF DIRECTORS OF
EVOLUTION BENEFITS, INC.**

RESOLVED, that the Plan and Agreement of Merger (the "Plan"), in which BEMAS Software, Inc., a Missouri corporation, will be merged into the Company under Section 253 of the Law, with the Company as the surviving corporation, is hereby approved and adopted, and the Executive Vice President of the Company is hereby authorized to make insubstantial changes to the Plan as deemed by him necessary or appropriate to carry out the merger as approved by the Board of Directors.

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed, in the name and on behalf of the Company, to execute and deliver the Plan, the Certificate of Ownership and Merger as required by Delaware law and the Articles of Merger as required by Missouri law, and to execute any and all other documents and take any and all other actions to effect the merger contemplated by the Plan.

Attached as Exhibit 1 is a copy of the Plan and Agreement of Merger as approved by the Board of Evolution Benefits, Inc. as of December 20, 2010.

EXHIBIT 1

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Plan"), is made and entered into effective as of December 31, 2010 ("Effective Date"), by and between EVOLUTION BENEFITS, INC., a Delaware corporation ("Evolution Benefits") and its wholly-owned subsidiary BEMAS SOFTWARE, INC., a Missouri corporation ("BEMAS").

Pursuant to the provisions of Section 351.447 of the General and Business Corporation Law of Missouri and Section 253 of the General Corporation Law of Delaware, this Plan provides for the merger of BEMAS into Evolution Benefits, with Evolution Benefits as the surviving corporation, as follows:

FIRST: On the Effective Date, BEMAS shall be merged into Evolution Benefits, which shall be the surviving corporation.

SECOND: On the Effective Date:

(A) The Articles of Incorporation and By-Laws of Evolution Benefits shall remain in effect until amended as provided by law;

(B) The Board of Directors and officers of Evolution Benefits in office as of the Effective Date shall continue to serve in their respective positions until their successors have been duly appointed and shall have qualified; and

(C) Evolution Benefits shall continue to be governed by the laws of the State of Delaware.

THIRD: (A) The Board of Directors of Evolution Benefits has approved and adopted this Plan by Unanimous Written Consent dated December 20, 2010.

(B) The Shareholders of Evolution Benefits are not required to vote on the Plan pursuant to Section 351.447 RSMo. and 8 Del. Code Section 253.

(C) The Board of Directors of BEMAS is not required to vote on the Plan pursuant to Section 351.447 RSMo. and 8 Del. Code Section 253.

(D) Evolution Benefits, the sole Shareholder of BEMAS, is not required to vote on the Plan pursuant to Section 351.447 RSMo. and 8 Del. Code Section 253.

FOURTH: As of the Effective Date, by virtue of the merger and without any action on the part of the holder of any share of stock of BEMAS, each outstanding share of common stock of BEMAS shall be cancelled and extinguished.

FIFTH: The merger provided for by this Plan shall become effective as of 5:00 p.m. eastern time on December 31, 2010.

09117619

SIXTH: When the merger has become effective:

(A) Evolution Benefits shall have all of the rights, privileges, immunities and powers and shall be subject to all of the duties and liabilities of BEMAS and shall possess all of the rights, privileges, immunities and franchises (of a public as well as of a private nature) of BEMAS; and

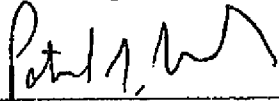
(B) All property, (real, personal and mixed), all debts due on whatever account, and all and every other interest of or belonging to or due to BEMAS shall be taken and deemed transferred to and vested in Evolution Benefits without further act or deed, and the title to any real estate or any interest therein under the laws of the State of Missouri or under the laws of the State of Delaware invested in Evolution Benefits shall not revert or be in any way impaired by reason of such merger.

SEVENTH: Evolution Benefits may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of BEMAS. The Secretary of the State of Missouri shall be and hereby is irrevocably appointed as the agent of BEMAS to accept service of process in any such proceeding

The Board of Directors and officers of each of BEMAS and Evolution Benefits are authorized to execute any and all deeds, assignments and other documents of every nature that may be necessary or appropriate to effectuate any of the foregoing.

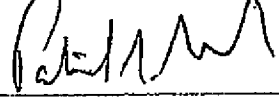
IN AFFIRMATION WHEREOF, the parties have caused this Plan to be signed by their officers thereunto duly authorized as of the 20th day of December, 2010.

EVOLUTION BENEFITS, INC.,
a Delaware corporation

By:  _____

Title: EVP

BEMAS SOFTWARE, INC.,
a Missouri corporation

By:  _____


Title: Treasurer

STATE OF CONNECTICUT)
) SS.
COUNTY OF HARTFORD)

On this the 20th day of December, 2010, before me, a notary public, the undersigned officer, personally appeared Patrick Murphy, who acknowledged himself to be the Treasurer of **BEMAS Software, Inc.**, a Missouri corporation, and that he, as such Treasurer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Treasurer.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the location aforesaid, the day and year first above written.

BEVERLY V. STADLER
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30, 2011
My commission expires:



Notary Public

STATE OF CONNECTICUT)
) SS.
COUNTY OF HARTFORD)

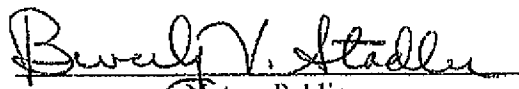
On this the 20th day of December, 2010, before me, a notary public, the undersigned officer, personally appeared Patrick Murphy, who acknowledged himself to be the Executive Vice President of **Evolution Benefits, Inc.**, a Delaware corporation, and that he, as such Executive Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Executive Vice President.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the location aforesaid, the day and year first above written.

My commission expires:

09116535

BEVERLY V. STADLER
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30, 2011



Notary Public

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 OWNERSHIP, WHICH MERGES:

"BEMAS SOFTWARE, INC.", A MISSOURI CORPORATION,
WITH AND INTO "EVOLUTION BENEFITS, INC." UNDER THE NAME OF "EVOLUTION BENEFITS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2010, AT 2:52 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 5 O'CLOCK P.M.

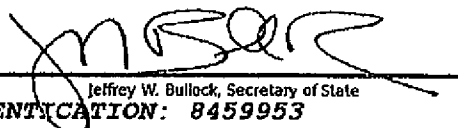
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3273383 8100M

101230182

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8459953

DATE: 12-29-10

TRADEMARK

REEL: 005218 FRAME: 0010

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:59 PM 12/23/2010
FILED 02:52 PM 12/23/2010
SRV 101230182 - 3273383 FILE

CERTIFICATE OF OWNERSHIP

MERGING

BEMAS Software, Inc.


INTO

Evolution Benefits, Inc.

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Evolution Benefits, Inc., a corporation incorporated on the 18th day of August, 2000, pursuant to the provisions of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY** that Evolution Benefits, Inc. owns one-hundred percent (100%) of the capital stock of BEMAS Software, Inc., a corporation incorporated on the 19th day of August, 1996, pursuant to the provisions of the General and Business Corporation Law of the State of Missouri; and that Evolution Benefits, Inc., by a resolution of its Board of Directors duly adopted by unanimous written consent as of the 20th day of December, 2010, determined to and did merge into itself BEMAS Software, Inc., according to the terms and conditions of the Plan and Agreement of Merger, effective December 31, 2010, which resolution is attached hereto as Exhibit A and incorporated herein by reference.

IN WITNESS WHEREOF, Evolution Benefits, Inc. has caused this Certificate to be signed by an authorized officer this 20th day of December, 2010.

EVOLUTION BENEFITS, INC.

By: 

Title: Executive Vice President

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD)

SS.

On this the 20th day of December, 2010, before me, a notary public, the undersigned officer, personally appeared Patrick Murphy, who acknowledged himself to be the Executive Vice President of Evolution Benefits, Inc., a Delaware corporation, and that he, as such Executive Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Executive Vice President.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the location aforesaid, the day and year first above written.


Notary Public

My commission expires: **BEVERLY V. STADLER**
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30, 2011

09116691

TRADEMARK

REEL: 005218 FRAME: 0011

EXHIBIT A

**RESOLUTIONS OF BOARD OF DIRECTORS OF
EVOLUTION BENEFITS, INC.**

RESOLVED, that the Plan and Agreement of Merger (the "Plan"), in which BEMAS Software, Inc., a Missouri corporation, will be merged into the Company under Section 253 of the Law, with the Company as the surviving corporation, is hereby approved and adopted, and the Executive Vice President of the Company is hereby authorized to make insubstantial changes to the Plan as deemed by him necessary or appropriate to carry out the merger as approved by the Board of Directors.

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed, in the name and on behalf of the Company, to execute and deliver the Plan, the Certificate of Ownership and Merger as required by Delaware law and the Articles of Merger as required by Missouri law, and to execute any and all other documents and take any and all other actions to effect the merger contemplated by the Plan. To be effective December 31, 2010.

Attached as Exhibit 1 is a copy of the Plan and Agreement of Merger as approved by the Board of Evolution Benefits, Inc. as of December 20, 2010.

00117619

TRADEMARK

REEL: 005218 FRAME: 0012

EXHIBIT 1

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Plan"), is made and entered into effective as of December 31, 2010 ("Effective Date"), by and between EVOLUTION BENEFITS, INC., a Delaware corporation ("Evolution Benefits") and its wholly-owned subsidiary BEMAS SOFTWARE, INC., a Missouri corporation ("BEMAS").

Pursuant to the provisions of Section 351.447 of the General and Business Corporation Law of Missouri and Section 253 of the General Corporation Law of Delaware, this Plan provides for the merger of BEMAS into Evolution Benefits, with Evolution Benefits as the surviving corporation, as follows:

FIRST: On the Effective Date, BEMAS shall be merged into Evolution Benefits, which shall be the surviving corporation.

SECOND: On the Effective Date:

(A) The Articles of Incorporation and By-Laws of Evolution Benefits shall remain in effect until amended as provided by law;

(B) The Board of Directors and officers of Evolution Benefits in office as of the Effective Date shall continue to serve in their respective positions until their successors have been duly appointed and shall have qualified; and

(C) Evolution Benefits shall continue to be governed by the laws of the State of Delaware.

THIRD: (A) The Board of Directors of Evolution Benefits has approved and adopted this Plan by Unanimous Written Consent dated December 20, 2010.

(B) The Shareholders of Evolution Benefits are not required to vote on the Plan pursuant to Section 351.447 RSMo. and 8 Del. Code Section 253.

(C) The Board of Directors of BEMAS is not required to vote on the Plan pursuant to Section 351.447 RSMo. and 8 Del. Code Section 253.

(D) Evolution Benefits, the sole Shareholder of BEMAS, is not required to vote on the Plan pursuant to Section 351.447 RSMo. and 8 Del. Code Section 253.

FOURTH: As of the Effective Date, by virtue of the merger and without any action on the part of the holder of any share of stock of BEMAS, each outstanding share of common stock of BEMAS shall be cancelled and extinguished.

FIFTH: The merger provided for by this Plan shall become effective as of 5:00 p.m. eastern time on December 31, 2010.

09117619

TRADEMARK

REEL: 005218 FRAME: 0013

SIXTH: When the merger has become effective:

(A) Evolution Benefits shall have all of the rights, privileges, immunities and powers and shall be subject to all of the duties and liabilities of BEMAS and shall possess all of the rights, privileges, immunities and franchises (of a public as well as of a private nature) of BEMAS; and

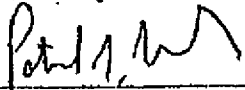
(B) All property, (real, personal and mixed), all debts due on whatever account, and all and every other interest of or belonging to or due to BEMAS shall be taken and deemed transferred to and vested in Evolution Benefits without further act or deed, and the title to any real estate or any interest therein under the laws of the State of Missouri or under the laws of the State of Delaware invested in Evolution Benefits shall not revert or be in any way impaired by reason of such merger.

SEVENTH: Evolution Benefits may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of BEMAS. The Secretary of the State of Missouri shall be and hereby is irrevocably appointed as the agent of BEMAS to accept service of process in any such proceeding

The Board of Directors and officers of each of BEMAS and Evolution Benefits are authorized to execute any and all deeds, assignments and other documents of every nature that may be necessary or appropriate to effectuate any of the foregoing.

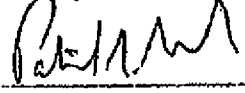
IN AFFIRMATION WHEREOF, the parties have caused this Plan to be signed by their officers thereunto duly authorized as of the 20th day of December, 2010.

EVOLUTION BENEFITS, INC.,
a Delaware corporation

By: 

Title: CEO

BEMAS SOFTWARE, INC.,
a Missouri corporation

By: 

Title: President

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) SS.

On this the 20th day of December, 2010, before me, a notary public, the undersigned officer, personally appeared Patrick Murphy, who acknowledged himself to be the Treasurer of **BEMAS Software, Inc.**, a Missouri corporation, and that he, as such Treasurer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Treasurer.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the location aforesaid, the day and year first above written.

BEVERLY V. STADLER
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30, 2011
My commission expires:


Notary Public

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) SS.

On this the 20th day of December, 2010, before me, a notary public, the undersigned officer, personally appeared Patrick Murphy, who acknowledged himself to be the Executive Vice President of **Evolution Benefits, Inc.**, a Delaware corporation, and that he, as such Executive Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Executive Vice President.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the location aforesaid, the day and year first above written.

My commission expires:

09116375

BEVERLY V. STADLER
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30, 2011


Notary Public



State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

File Number:
F01100038
Date Filed: 11/18/2010
Robin Carnahan
Secretary of State

**Application for Certificate of Authority
For a Foreign For-Profit Corporation**
(Submit with filing fee of \$155.00)

- The corporation's name is Evolution Benefits, Inc.
and it is organized and existing under the laws of Delaware
- The name it will use in Missouri is Evolution Benefits, Inc.
- The date of its incorporation was August 18, 2000, and the period of its duration is perpetual
month/day/year
- The address of its principal place of business is 22 Waterville Road Avon, CT 06001
Address City/State/Zip
- The name and physical address of its registered agent and office in the State of Missouri is
BEMAS Software 7 The Pines Court, Suite 8 St Louis/MO/63141
Name Address City/State/Zip
- The specific purpose(s) of its business in Missouri are: Owns BEMAS Software, Inc.

7. The name of its officers and directors and their business addresses are as follows:

Officers	Name	Address	City/State/Zip
President	<u>Christopher Byrd</u>	<u>22 Waterville Rd</u>	<u>Avon/CT/06001</u>
Vice President	<u>Brian Pskowski</u>	<u>22 Waterville Rd</u>	<u>Avon/CT/06001</u>
Secretary	<u>Patrick J Murphy</u>	<u>22 Waterville Rd</u>	<u>Avon/CT/06001</u>
Treasurer	<u>Patrick J Murphy</u>	<u>22 Waterville Rd</u>	<u>Avon/CT/06001</u>

Board of Directors

Director	<u>Robert Patricelli</u>	<u>22 Waterville Rd</u>	<u>Avon/CT/06001</u>
Director	<u>Ell Weiss</u>	<u>Four Embarcadero Ctr Suite 1900</u>	<u>San Francisco/CA/94111</u>
Director	<u>James Nadauld</u>	<u>Four Embarcadero Ctr Suite 1900</u>	<u>San Francisco/CA/94111</u>
Director	<u>Larence Park</u>	<u>Four Embarcadero Ctr Suite 1900</u>	<u>San Francisco/CA/94111</u>
Director	<u>Robert Wellman</u>	<u>Four Embarcadero Ctr Suite 1900</u>	<u>San Francisco/CA/94111</u>

(Please see next page)

Name and address to return filed document:
Name: Brian Pskowski
Address: 22 Waterville Rd
City, State, and Zip Code: Avon, CT 06001

State of Missouri
Creation - General Business - Foreign 3 Page(s)



T1032202155

T1031202179

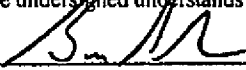
TRADEMARK

8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: _____

(Date may not be more than 90 days after the filing date in this office)

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)



Must be an Officer or Chairman listed in #7 **Brian Pskowski** *Printed Name* **Vice President & Asst Treasurer** *Title* **11-5-10** *Date*

Note: You must submit current original certificate of good standing or certificate of existence with this application. This may be obtained from your Secretary of State or other authority that issues corporate charters.

Corp. 42 (03/2008)

TRADEMARK

REEL: 005218 FRAME: 0017

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EVOLUTION BENEFITS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EVOLUTION BENEFITS, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3273383 8300

101040437

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8319673

DATE: 10-29-10

TRADEMARK

REEL: 005218 FRAME: 0018

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF AUTHORITY

WHEREAS,

EVOLUTION BENEFITS, INC.
F01100038

using in Missouri the name

EVOLUTION BENEFITS, INC.

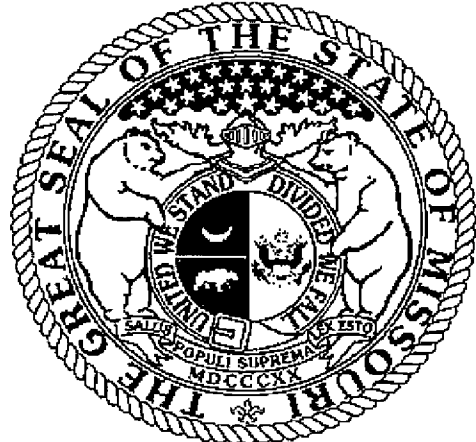
has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of Delaware.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
18th day of November, 2010.

Robin Carnahan

Secretary of State



TAXATION DIVISION
P O BOX 3666
JEFFERSON CITY MO 65105-3666



Missouri
DEPARTMENT OF REVENUE

Telephone: (573) 751-9268
Fax: (573) 522-1265
E-mail: taxclearance@dor.mo.gov

CERTIFICATE OF TAX CLEARANCE

BEMAS SOFTWARE INC
7 THE PINES COURT STE B
CHESTERFIELD MO 63141

DATE: DECEMBER 21, 2010

MISSOURI CORPORATION CHARTER NUMBER: 00430237

Thank you for contacting the Missouri Department of Revenue. In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 223-6535.

If you require additional information or assistance, please contact the Taxation Division at Post Office Box 3666, Jefferson City, Missouri 65105-3666 or by telephone at (573) 751-9268 during the hours of 8:00 a.m. to 5:00 p.m.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

A handwritten signature in cursive script that reads "Dwayne Maples".

Dwayne Maples
Administrator, Business Tax
Taxation Division

SL:DU0306

CBN001
201035500300535

TRADEMARK

REEL: 005218 FRAME: 0020

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF MERGER FOREIGN ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

BEMAS SOFTWARE, INC. -- 00430237

INTO:

EVOLUTION BENEFITS, INC. -- F01100038

Organized and existing under the laws of Missouri and Delaware have been received, found to conform to law, and filed.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying to the foregoing and certifying that the merger of the aforementioned with

EVOLUTION BENEFITS, INC. -- F01100038

as the survivor, shall be effective on the date on which the same becomes effective in the State of Delaware.

Effective date: **December 31, 2010**

IN TESTIMONY WHEREOF, I hereunto

set my hand and cause to be affixed the

GREAT SEAL of the State of Missouri.

Done at the City of Jefferson, this

30th day of December, 2010.


Secretary of State

