

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM313044

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/01/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ADP Workscape, Inc.		06/30/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	ADP Benefit Services KY, Inc.		
Street Address:	11405 Bluegrass Parkway		
City:	Louisville		
State/Country:	KENTUCKY		
Postal Code:	40299		
Entity Type:	CORPORATION: KENTUCKY		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3124286	ONEFORCE	
Registration Number:	2366129	WORKSCAPE	
Registration Number:	2950262	WORKSCAPE	
Registration Number:	2982905	WORKSCAPE	
CORRESPONDENCE DATA			
Fax Number:	4158828220		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(415) 882-8200		
Email:	SFTrademarks@klgates.com		
Correspondent Name:	Susan Hollander and Jocelyn Belloni		
Address Line 1:	Four Embarcadero Center, Suite 1200		
Address Line 4:	San Francisco, CALIFORNIA 94111		
ATTORNEY DOCKET NUMBER:	1402063.00001		
NAME OF SUBMITTER:	Jocelyn M. Belloni		
SIGNATURE:	/jocelyn m. belloni/		
DATE SIGNED:	08/05/2014		
Total Attachments: 4			
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Delaware

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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:

"ADP WORKSCAPE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ADP BENEFIT SERVICES KY, INC." UNDER THE NAME OF "ADP BENEFIT SERVICES KY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF KENTUCKY, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2014, AT 9:11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2014, AT 12:02 O'CLOCK A.M.


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



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1495942

DATE: 06-30-14

TRADEMARK
REEL: 005337 FRAME: 0582

CERTIFICATE OF MERGER

OF

ADP WORKSCAPE, INC.
(a Delaware corporation)

WITH AND INTO

ADP BENEFIT SERVICES KY, INC.
(a Kentucky corporation)

ADP Benefit Services KY, Inc., a Kentucky corporation, DOES HEREBY CERTIFY THAT:

1. The name and state of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
ADP Workscope, Inc.	Delaware
ADP Benefit Services KY, Inc.	Kentucky

2. An Agreement and Plan of Merger (the "Merger Agreement") has been certified, approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the General Corporation Law of the State of Delaware, and the applicable provisions of the respective organizational documents of each of the constituent corporations.

3. The Merger Agreement has been approved by written consent of the stockholders of ADP Workscope, Inc., in lieu of a meeting of the stockholders, in accordance with Section 228(e) of the General Corporation Law of the State of Delaware.

4. Pursuant to the Merger Agreement, ADP Workscope, Inc., will merge with and into ADP Benefit Services KY, Inc. (the "Merger"), with ADP Benefit Services KY, Inc., being the surviving corporation (the "Surviving Corporation"). The name of the Surviving Corporation shall be ADP Benefit Services KY, Inc.

5. The certificate of incorporation of ADP Benefit Services KY, Inc., as in effect immediately prior to the Merger, shall be the certificate of incorporation of the Surviving Corporation.

6. The Merger shall become effective on July 1, 2014, at 12:02 a.m. prevailing Eastern time.

7. The executed Merger Agreement is on file at the office of the Surviving Corporation, ADP Benefit Services KY, Inc., the address of which is 11405 Bluegrass Parkway, Louisville, KY 40299.

8. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.


9. The Surviving Corporation may be served with process in the state of Delaware in any proceeding for enforcement of any obligation of any constituent corporation existing under and by virtue of the General Corporation Law of the State of Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to and under Section 262 of the General Corporation Law of the State of Delaware.

10. The Secretary of State of the State of Delaware is hereby irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any such aforementioned suit or other proceeding. The Secretary of State is hereby authorized to mail a copy of such process to ADP Benefit Services KY, Inc., 11405 Bluegrass Parkway Louisville, KY 40299.

[Signature Page Follows]

IN WITNESS WHEREOF, ADP Benefit Services KY, Inc. has caused this Certificate of Merger to be signed by its duly authorized officer, this 30th day of June, 2014.

ADP BENEFIT SERVICES KY, INC.

By: 
Mark Reiser
Vice President and Treasurer

[Signature Page to Certificate of Merger of ADP Workscope in ADP Benefit Services KY]

TRADEMARK

RECORDED. 08/05/2014

REEL: 005337 FRAME: 0585