

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM325406

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/01/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CardSync Processing, Inc.		07/01/2013	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	iPayment, Inc.		
Street Address:	126 East 56th Street		
Internal Address:	33rd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3998975	CARDSYNC	
CORRESPONDENCE DATA			
Fax Number:	2127352000		
<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:	2127353000		
Email:	justin.selle@skadden.com		
Correspondent Name:	Skadden, Arps, Slate, Meagher & Flom LLP		
Address Line 1:	Four Times Square		
Address Line 2:	Elaine Ziff, Esq.		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	171150/1		
NAME OF SUBMITTER:	Elaine d. Ziff		
SIGNATURE:	/eziff/		
DATE SIGNED:	12/08/2014		
Total Attachments: 4			
source=iPayment - CardSync Processing Inc Cert Merger#page1.tif			
source=iPayment - CardSync Processing Inc Cert Merger#page2.tif			

CH \$40.00 3998975

source=iPayment - CardSync Processing Inc Cert Merger#page3.tif

source=iPayment - CardSync Processing Inc Cert Merger#page4.tif

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
IPAYMENT OF MAINE, INC.,
QUAD CITY ACQUISITION SUB, INC.
AND
CARDSYNC PROCESSING, INC.
INTO
IPAYMENT, INC.

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

iPayment, Inc. (the "Company"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

FIRST: The Company was incorporated on August 6, 2002 pursuant to the DGCL and is existing thereunder.

SECOND: iPayment of Maine, Inc., a Delaware corporation ("Maine"), was incorporated on August 13, 2002 pursuant to the DGCL and is existing thereunder.

THIRD: Quad City Acquisition Sub, Inc., a Delaware corporation ("Quad City"), was incorporated on October 9, 2002 pursuant to the DGCL and is existing thereunder.

FOURTH: CardSync Processing, Inc., a California corporation ("CardSync") and, collectively with Maine and Quad City, the "Subsidiaries", was incorporated on August 30, 2002 under the General Corporation Law of California and is existing thereunder.

FIFTH: The Company lawfully owns all of the outstanding shares, par value \$.01 per share, of each of the Subsidiaries (the "Shares").

SIXTH: By unanimous written consent, dated July 1, 2013, the board of directors of the Company adopted the following resolutions providing for the merger of each of the Subsidiaries with and into the Company (the "Mergers"), which resolutions have not been amended or rescinded and are in full force and effect:

WHEREAS, the Company is the sole shareholder of iPayment of Maine, Inc., a Delaware corporation ("Maine"), Quad City Acquisition Sub, Inc., a Delaware corporation ("Quad City"), and CardSync Processing, Inc., a California Corporation ("CardSync" and, together with Maine and Quad City, the "Subsidiaries"); and

WHEREAS, the Company desires to effect a merger of each of the Subsidiaries into the Company pursuant to Section 253 of the DGCL (and, only with respect to CardSync, pursuant to Section 1110 of the California Corporations Code), and upon the terms and subject to the conditions set forth in these resolutions, pursuant to which the Subsidiaries will merge with and into the Company, whereupon the separate existence of each of the Subsidiaries shall cease, and the Company shall be the surviving company (the "Surviving Company") and be possessed of all the estate, property, rights, privileges and franchises of each of the Subsidiaries and assume all of the liabilities and obligations of each of the Subsidiaries.

NOW THEREFORE BE IT:

RESOLVED, that, pursuant to Section 253 of the DGCL (and, only with respect to CardSync, pursuant to Section 1110 of the California Corporations Code), each of the Subsidiaries shall be merged with and into the Company, whereupon the separate existence of each of the Subsidiaries shall cease, and the Company shall be the surviving company and assume all of the liabilities and obligations of each of the Subsidiaries;

RESOLVED FURTHER, that the Mergers are hereby approved pursuant to the provisions of Section 253 of the DGCL (and, only with respect to CardSync, pursuant to the provisions of Section 1110 of the California Corporations Code);

RESOLVED FURTHER, that the Mergers shall become effective upon filing of the certificate of ownership and merger with the Secretary of State of the State of Delaware in accordance with Section 253 of the DGCL (the time at which the Mergers become effective, the "Effective Time");

RESOLVED FURTHER, that at the Effective Time, without any further action of the Company, the Subsidiaries, or their respective stockholders:

(a) each share of capital stock of each of the Subsidiaries issued and outstanding immediately prior to the Effective Time shall be automatically cancelled and retired and shall cease to exist, and no consideration shall be

payable to the holder thereof in exchange for such cancellation and retirement; and

(b) each share of capital stock of the Company issued and outstanding immediately prior to the Effective Time shall continue to be outstanding and represent one share of capital stock of the Surviving Company;

RESOLVED FURTHER, that the name of the Surviving Company shall be iPayment, Inc.; and

RESOLVED FURTHER, that from and after the Effective Time, the certificate of incorporation and bylaws of the Company, as such may be amended from time to time, shall be the certificate of incorporation and bylaws of the Surviving Company.

[Signature page follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed in its corporate name by its duly authorized officer this 1st day of July, 2013.

IPAYMENT, INC.

By: 

Name: Mark C. Monaco
Title: Executive Vice President,
Chief Financial Officer and Treasurer

[Signature Page to Certificate of Ownership and Merger]