

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM487301

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Correcting error in corporate name to USA Payrolls Inc. as shown in attached certified articles of incorporation dated June 27,2018		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
USA Payrolls, Incorporated		06/27/2018	Corporation: NEW YORK
RECEIVING PARTY DATA			
Name:	USA Payroll Inc.		
Street Address:	2601 Lac De Ville Blvd		
City:	Rochester		
State/Country:	NEW YORK		
Postal Code:	14618		
Entity Type:	Corporation: NEW YORK		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3846895	USA PAYROLL	
Registration Number:	3745712	USA PAYROLL	
CORRESPONDENCE DATA			
Fax Number:	6126723777		
<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:	6126723765		
Email:	pcurran@messerlikramer.com		
Correspondent Name:	Pamela A. Curran		
Address Line 1:	100 South Fifth Street, Suite 1400		
Address Line 4:	Minneapolis, MINNESOTA 55402		
NAME OF SUBMITTER:	Pamela A. Curran, Attorney of Record		
SIGNATURE:	/pamela a. curran/		
DATE SIGNED:	08/23/2018		
Total Attachments: 23			
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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
June 27, 2018.

A handwritten signature in black ink, appearing to read "Brendan Fitzgerald", written over a horizontal line.

Brendan Fitzgerald
Executive Deputy Secretary of State

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

162 WASHINGTON AVENUE
ALBANY, NY 12231

RECEIPT

ENTITY NAME USA PAYROLLS INC.

DOCUMENT TYPE INCORPORATION (DOM. BUSINESS)

SERVICE COMPANY XL CORPORATE SERVICES, INC.

SERVICE CODE 39

FILED 11/14/1994 DURATION ***** CASH \$ 941114000561 FILM 0

ADDRESS FOR PROCESS

REGISTERED AGENT



RALPH FORNUTO
774 BISHOPS LAKE
WHESTER, NY 14580

FEE	AMOUNT	PAYMENTS	AMOUNT
FILING	0.00	CASH	0.00
TAX	0.00	CHECK	0.00
CERT	0.00	BILLED	25.00
COPIES	0.00	REFUND	0.00
HANDLING	25.00		
TOTAL	25.00	TOTAL	25.00

609-1025 (11/78)

F 9411160008ld

CERTIFICATE OF INCORPORATION

OF

USA PAYROLLS INC.

Pursuant to Section 402 of the Business Corporation Law

I, the undersigned, a natural person of at least 18 years of age, for the purpose of forming a corporation under Section 402 of the Business Corporation Law of the State of New York hereby certify

FIRST The name of the corporation is

USA PAYROLLS INC.

SECOND The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under Article IV of the Business Corporation Law, except that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained

THIRD The office of the corporation is to be located in the County of MONROE State of New York.

FOURTH The aggregate number of shares which the corporation shall have the authority to issue is TWO HUNDRED, each of which shall be common stock with no par value

FIFTH The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

c/o The Corporation
1 EAST MAIN STREET
WILDER BUILDING SUITE 900
ROCHESTER, NY 14604

TRADEMARK

REEL: 006421 FRAME: 0886

SIXTH

No director of the corporation shall have personal liability to the corporation or to its shareholders for damages for any breach of duty in such capacity, provided, however, that the provision shall not eliminate or limit

(a) the liability of any director of the corporation if a judgment or other final adjudication adverse to him establishes that his acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled or, with respect to any director of the corporation, that his acts violated Section 719 of the Business Corporation Law of the State of New York, or

(b) the liability of a director for any act or omission prior to the final adoption of this article.

IN WITNESS WHEREOF, this certificate of incorporation has been subscribed by the undersigned this 11/14/94, who affirms the statements made herein are true under the penalties of perjury

/s/ Christine Pucci
Christine Pucci, Incorporator

XL Corporate & Research
Services, Inc.
194 Washington Avenue
Albany, New York 12210

F 941116000 260

Certificate of Incorporation

of

USA PAYROLLS INC.

Pursuant to Section 402 of the Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 16 1984

TAXES 10-
BY: Web
MONROE

**XL-39
BILLED**

FILED BY:
RALPH CORNUTO
774 BISHOPS LANE
WEBSTER, NY 14580

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941116000 284

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
June 27, 2018.

A handwritten signature in black ink, appearing to read "Brendan Fitzgerald", written over a horizontal line.

Brendan Fitzgerald
Executive Deputy Secretary of State

Rev. 09/16.

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RESTATED CERTIFICATE OF INCORPORATION
OF
USA PAYROLLS INC.

Under Section 607 of the Business Corporation Law of the State of New York

The undersigned, being the President and the Secretary of USA Payrolls Inc. (the "Corporation"), do hereby certify:

1. The name of the Corporation is USA Payrolls Inc.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on November 16, 1994.
3. The Certificate of Incorporation of the Corporation is hereby amended in the following respects:
 - (a) Paragraph Fourth is hereby amended to increase the aggregate number of shares which the Corporation shall have authority to issue from 200 common shares without par value to 250 common shares without par value. Two hundred (200) of the presently authorized common shares without par value are currently issued and none are currently unissued. After such change, 200 common shares without par value shall be issued, and 50 common shares without par value shall be unissued.
 - (b) Paragraph Fifth is amended to change the address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him;
 - (c) The current paragraph Sixth regarding the limitation of liability of the directors of the Corporation is deleted;
 - (d) A new paragraph 6 is added regarding the denial of preemptive rights to shareholders;
 - (e) A new paragraph 7 is added limiting the liability of directors of the Corporation; and
 - (f) A new paragraph 8 is added providing for a greater than majority voting requirement for certain shareholder actions.

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as the same may be amended or supplemented, including, without limitation, Section 402(b) thereof.

8. All corporate action which is to be taken by vote of the shareholders shall be authorized at a meeting of shareholders by a vote of the holders of a majority of the shares held by the shareholders present at the time of a vote, if a quorum is present at that time, except that the following corporate actions shall require the approval of the holders of 81% of the outstanding shares of the Corporation:

- (a) The sale or transfer of all or substantially all of the assets of the Corporation;
- (b) The merger or consolidation of the Corporation with or into another corporation;
- (c) The authorization or the issuance of new shares of any class;
- and
- (d) Amendment of the Certificate of Incorporation or By-laws of the Corporation.
- (e) Election of the Directors of the Corporation or removal of any Director of the Corporation.
- (f) Nonjudicial dissolution of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Restated Certificate of Incorporation on the 7th day of March, 1997, and affirm the statements contained herein as true under the penalties of perjury.


James C. Williams, President


Ralph A. Fomuto, Secretary

GRANDCAMPBETBOPAYROLLBRESTAT001

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**RESTATED CERTIFICATE OF INCORPORATION
OF
USA PAYROLLS INC.**

Under Section 807 of the Business Corporation Law

FILED

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RECEIVED

MAR 10 11 17 AM '97

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\$10

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 10 1997

TAXES 10
BY: SAC

Monroe

**AIDE-24
BILLED**

UNDERBERG & KESSLER, LLP
1800 Chase Square
Rochester, New York 14604
Attention: Beverly Cano

5 **970310000400**

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
June 27, 2018.

A handwritten signature in black ink, appearing to read "Brendan Fitzgerald", written over a horizontal line.

Brendan Fitzgerald
Executive Deputy Secretary of State

RESTATED CERTIFICATE OF INCORPORATION

AIDF-24

OF

AIDF-24

USA PAYROLLS INC.

Under Section 807 of the

Business Corporation Law of the State of New York

The undersigned, being the President and the Secretary of USA Payrolls Inc. (the "Corporation"), do hereby certify:

1. The name of the Corporation is USA Payrolls Inc.

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on November 16, 1994 and amended in accordance with a Restated Certificate filed on March 10, 1997.

3. Paragraph 4 of the Certificate of Incorporation of the Corporation is hereby amended to create a new class of preferred shares without par value (the "Preferred Stock") and to change the currently authorized 250 common shares without par value (the "Common Stock"), all of which are currently issued to 200 shares of Common Stock and 50 shares of Preferred Stock, and to fix the designations, rights, preferences and limitations of the classes of shares. Fifty (50) shares of Common Stock shall be changed to 50 shares of Preferred Stock on a one to one basis. The remaining 200 shares of Common Stock shall not be changed. After such change, 200 shares of Common Stock shall be issued and no shares of Common Stock shall be unissued; 50 shares of Preferred Stock shall be issued and no shares of Preferred Stock shall be unissued.

4. The Restated Certificate of Incorporation, including the amendments made herein, was authorized by the written consent of all the Directors, followed by the written consent of all of the shareholders of the Corporation.

5. The text of the Corporation's Certificate of Incorporation is hereby amended and restated to read as follows:

.....

CERTIFICATE OF INCORPORATION
OF
USA PAYROLLS INC.

1. The name of the Corporation is USA Payrolls Inc.

2. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Article IV of the Business Corporation Law; except that it is not formed to engage in any act or activity requiring the consent or approval of any State official, department, board, agency or other body without such consent or approval first being obtained.

3. The office of the Corporation is to be located in the County of Monroe, State of New York.

4. (A) Authorized Capital Stock.

The aggregate number of shares which the Corporation shall have authority to issue is TWO HUNDRED FIFTY (250) shares, of which TWO HUNDRED (200) are designated as common shares, no par value (the "Common Stock"), and FIFTY (50) are designated as preferred shares, no par value (the "Preferred Stock").

(B) Dividend Rights; Voting Rights; Liquidation Rights.

The rights and preferences of the Common Stock and the Preferred Stock shall be the same, except that each holder of Preferred Stock shall be entitled to receive cash dividends in any fiscal year, when, as and if declared by the Board of Directors of the Corporation in preference to dividends on Common Stock. The dividends on such shares shall be paid or distributed to Preferred Stock Shareholders annually or otherwise as the Board of Directors may from time to time determine. The right of Preferred Stock Shareholders to receive such dividends shall not be cumulative and no right shall accrue to the Preferred Stock Shareholders by reason of the fact that dividends on said shares are not declared in any prior year, nor shall any undeclared or unpaid dividend bear or accrue interest. Dividends on Preferred Stock shall be payable only out of funds legally available therefor.

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- (c) The authorization or the issuance of new shares of any class;
and
- (d) Amendment of the Certificate of Incorporation or By-laws of the Corporation.
- (e) Election of the Directors of the Corporation or removal of any Director of the Corporation.
- (f) Nonjudicial dissolution of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Restated Certificate of Incorporation on the 4th day of December, 1998, and affirm the statements contained herein as true under the penalties of perjury.


James C. Williams, President


Ralph A. Fornuto, Secretary

RESTATED CERTIFICATE OF INCORPORATION

OF
USA PAYROLLS INC. F 981208000188

Under Section 807 of the Business Corporation Law.

JAC

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 08 1998

TAX \$ _____
BY: *JAC*

Monroe

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UNDERBERG & KESSLER LLP

1800 Chase Square
Rochester, New York 14604

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981208000196

BILLED

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
June 27, 2018.



A handwritten signature in black ink, appearing to read "Brendan Fitzgerald", written over a horizontal line.

Brendan Fitzgerald
Executive Deputy Secretary of State

080904000156

**RESTATED CERTIFICATE OF INCORPORATION
OF
USA PAYROLLS INC.**

Under Section 807 of the
Business Corporation Law of the State of New York

The undersigned, being the President of USA Payrolls Inc. (the
"Corporation"), does hereby certify:

1. The name of the Corporation is USA Payrolls Inc.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on November 16, 1994 and amended in accordance with a Restated Certificate filed on March 10, 1997, and further amended by a Restated Certificate filed on December 8, 1998.
3. Paragraph 4 of the Certificate of Incorporation of the Corporation is hereby amended to increase the aggregate number of shares which the Corporation shall have the authority to issue from 250 shares (200 shares of voting common stock and 50 shares of Preferred Stock) to 350 shares of stock, by creating a third class of shares called non-voting common stock without par value. With the addition of this third class of shares the Corporation shall have a total of three different classifications of stock as follows:
 - a. 200 shares of voting common stock, all issued.
 - b. 50 shares of Preferred Stock, all issued; and
 - c. 100 shares of non-voting common stock, not issued.
4. The Restated Certificate of Incorporation, including the amendments made herein, was authorized by the written consent of all the Directors, followed by the written consent of all the shareholders of the Corporation.
5. The text of the Corporation's Certificate of Incorporation is hereby amended and restated to read as follows:

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TRADEMARK
REEL: 006421 FRAME: 0902

**CERTIFICATE OF INCORPORATION
OF
USA PAYROLLS INC.**

- 1) The name of the Corporation is USA Payrolls Inc.
- 2) The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Article IV of the Business Corporation Law, except that it is not formed to engage in any act or activity requiring the consent or approval of any State official department, board, agency or other body without such consent or approval first being obtained.
- 3) The office of the Corporation is to be located in the County of Monroe, State of New York.

4) (A) Authorized Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is THREE HUNDRED FIFTY (350) shares, of which TWO HUNDRED (200) are designated as common shares, no par value (the "Voting Common Stock"), and FIFTY (50) are designated as preferred shares, no par value (the "Preferred Stock"), and ONE HUNDRED (100) are designated as non-voting common shares, no par value (the "Non-Voting Common Stock").

(B) Dividend Rights; Voting Rights; Liquidation Rights

The rights and preferences of the Voting Common Stock and the Preferred Stock shall be the same, except that each holder of Preferred Stock shall be entitled to receive cash dividends in any fiscal year, when, as and if declared by the Board of Directors of the Corporation in preference to dividends on Common Stock. The dividends on such shares shall be paid or distributed to Preferred Stock Shareholders annually or otherwise as the Board of Directors may from time to time determine. The right of Preferred Stock Shareholders to receive such dividends shall not be cumulative and no right shall accrue to the Preferred Stock Shareholders by reason of the fact that dividends on said shares are not declared in any prior year, nor shall any undeclared or unpaid dividend bear or accrue interest. Dividends on Preferred Stock shall be payable only out of funds legally available therefore.

- (c) The authorization or the issuance of new shares of any class;
- (d) Amendment of the Certificate of Incorporation or By-laws of the Corporation;
- (e) Election of the Directors of the Corporation or removal of any Director of the Corporation; and
- (f) Nonjudicial dissolution of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on the 13th day of March, 2008, and affirm the statements contained herein as true under the penalties of perjury.


Ralph Fornuto, President

The holders of Voting Common Stock and Preferred Stock shall have voting rights for the election of directors and for all other matters voted on by shareholders, each holder of Voting Common Stock and Preferred Stock being entitled to one vote for each share thereof held of record by such holder, except as otherwise required by law, with the holders of Voting Common Stock and the holders of Preferred Stock voting as a single class, except as otherwise required by law.

The holders of Non-Voting Common Stock shall not have voting rights for those shares.

5. The Secretary of State is designated as agent of the Corporation upon whom process in any action or proceeding against it may be served. The post office address to which the Secretary of State shall mail a copy of any such process is c/o the Corporation, 1057 E. Henrietta Road, Rochester, NY 14623.

6. No Shareholder of the Corporation shall have any preemptive or preferential right of subscription to any shares of any class of the Corporation whether now or hereafter authorized, or to any obligations convertible into shares of any class of the Corporation, issued or sold, nor any right of subscription to any thereof other than such right, if any, and at such price as the Board of Directors may in its discretion determine, and the Board of Directors may issue shares of the Corporation or obligations convertible into shares without offering such issue either in whole or in part to the Shareholders of the Corporation.

7. The personal liability of the directors of this Corporation is hereby eliminated to the fullest extent permitted by the Business Corporation Law of the State of New York, as the same may be amended or supplemented, including, without limitation, Section 402(b) thereof.

8. All corporate action which is to be taken by vote of the shareholders shall be authorized at a meeting of shareholders by a vote of the holders of a majority of the shares held by the shareholders present at the time of a vote, if a quorum is present at the time, except that the following corporate actions shall require the approval of the holders of 81% of the outstanding Voting Common Stock and Preferred Stock of the Corporation:

- (a) The sale or transfer of all or substantially all of the assets of the Corporation;
- (b) The merger or consolidation of the Corporation with or into another Corporation;

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RESTATED CERTIFICATE OF INCORPORATION
OF
USA PAYROLLS INC.

UNDER SECTION 807 OF THE BUSINESS CORPORATION
LAW

for 10 Mar

FILED BY:
PARRS & PEROTTO, LLP
105 CANAL LANDING BLVD. SUITE 7
ROCHESTER NY 14626

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FILED

LIGHTNING LEGAL SERVICES
P.O. BOX 9132 ALBANY, N.Y 12209

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DEPARTMENT OF STATE
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