

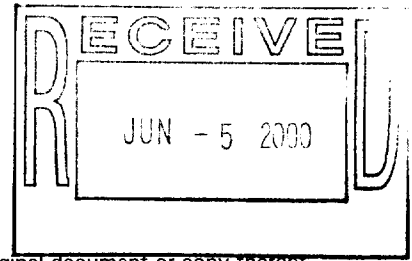
07-05-2000



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6-5-00

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of conveying party(ies):

Zpayroll, L.L.C.

- Individual(s)  Association
- General Partnership  Limited Partnership
- Corporation-State **Delaware**
- Other

2. Name and address of receiving party(ies):

Name: **SurePayroll.com, LLC**

Address: **600 Central Ave.  
Suite 220**

City: **Highland Park** State **IL** ZIP **60035**

Additional name(s) of conveying party(ies) attached

- Yes  No

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Delaware**
- Other

3. Nature of conveyance

- Assignment  Merger
- Security Agreement  Change of Name
- Other

Execution Date: **February 16, 2000**

If assignee is not domiciled in the United States a domestic representative designation is attached:  Yes  No (Designation must be a separate document from Assignment)

4. Application number(s) or registration number(s)

A. Trademark Application No.(s):

**75/908694 [SECURETRAK]  
75/908695 [START SIMPLE]  
75/908693 [SUREPAYROLL.COM]**

Additional name(s) & address(es) attached  Yes  No

B. Trademark registration No(s):

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning documents should be mailed:

**Ms. Susan A. Henderson  
555 Ash Street  
Winnetka, IL 60093  
(847) 446-2763**

6. Total number of applications and registrations involved: **3**

7. Total fee **\$90**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:  
(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature

To the best of my knowledge and belief, the forgoing information is true and correct and any attached copy is a true copy of the original document.

**Susan A. Henderson**

**May 30, 2000**

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet: **1**

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07/05/2000 ASCOTT 00000016 75908694

01 FC:481 40.00 DP  
02 FC:482 50.00 DP

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ZPAYROLL, L.L.C.", CHANGING ITS NAME FROM "ZPAYROLL, L.L.C." TO "SUREPAYROLL.COM, LLC", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

3151821 8100

AUTHENTICATION: 0460283

001266510

DATE: 05-25-00

**TRADEMARK**  
**REEL: 002095 FRAME: 0613**

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF FORMATION

OF

ZPAYROLL, L.L.C.

The undersigned, being duly authorized to execute and file this Certificate of Amendment to Certificate of Formation for the purpose of amending the Certificate of Formation pursuant to the Section 18-202 of the Delaware Limited Liability Company Act, do hereby certify as follows:

FIRST

The name of the limited liability company is Zpayroll, LLC. (the "Company").

SECOND

The Certificate of Formation of the Company is hereby amended by deleting article First in its entirety and substitute therefore the following new article First:

FIRST

The name of the limited liability company is SurePayroll.com, LLC (the "Company").

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Amendment to Certificate of Formation as of the 1<sup>st</sup> day of February, 2000.

/s/ Scott S. Wald  
Scott S. Wald  
Manager

May 31, 2000

Commissioner  
of Patents & Trademarks  
Box Assignments  
Washington, D.C. 20231

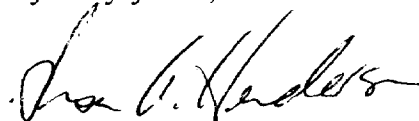
Dear Sir:

Enclosed for processing are two different documents that put ownership of the same three pending applications in the name of SurePayroll.com, Inc.

In the first document, dated February 16, 2000, the company's name was changed to SurePayroll.com, LLC. In the second document, dated March 6, 2000, the company was changed from a limited liability corporation to a standard corporation, and its name was accordingly changed to SurePayroll.com, Inc.

Two separate checks for \$90 each, are submitted in payment of the filing fees for recording the two documents.

Very truly yours,



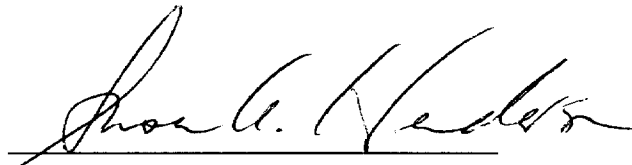
Susan A. Henderson

CERTIFICATE OF MAILING

I certify that this correspondence and the enclosure(s) to which it refers is being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

on: June 1, 2000



Susan A. Henderson