

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/23/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PayCycle, Inc.		07/23/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	PayCycle, Inc.
Street Address:	2700 Coast Avenue
City:	Mountain View
State/Country:	CALIFORNIA
Postal Code:	94043
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Serial Number:	78738372	DIWY
Serial Number:	78738362	DO IT WITH YOU
Serial Number:	77755579	KEEP YOUR BUSINESS IN LINE, ONLINE.
Serial Number:	76059954	PAYCYCLE
Serial Number:	77755572	PAYCYCLE

**CORRESPONDENCE DATA**

Fax Number: (650)938-5200  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: trademarks@fenwick.com  
 Correspondent Name: Linda G. Henry, Fenwick & West LLP  
 Address Line 1: 801 California Street  
 Address Line 2: Silicon Valley Center  
 Address Line 4: Mountain View, CALIFORNIA 94041

**CH \$140.00 78738372**

ATTORNEY DOCKET NUMBER:	20797-00072-1354
NAME OF SUBMITTER:	Linda G. Henry, Esq.
Signature:	/lgh/
Date:	08/05/2009
Total Attachments: 5 source=Merger from Paycycle Inc. to Paycycle Inc#page1.tif source=Merger from Paycycle Inc. to Paycycle Inc#page2.tif source=Merger from Paycycle Inc. to Paycycle Inc#page3.tif source=Merger from Paycycle Inc. to Paycycle Inc#page4.tif source=Merger from Paycycle Inc. to Paycycle Inc#page5.tif	

CERTIFICATE OF MERGER

MERGING

PUMA MERGER SUB INC.

WITH AND INTO

PAYCYCLE, INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware ("Delaware Law"), the undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger (the "Constituent Corporations") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Puma Merger Sub Inc.	Delaware
PayCycle, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger dated as of June 2, 2009 (the "Merger Agreement") between Intuit Inc., a Delaware corporation ("Parent"), Puma Merger Sub Inc. ("Merger Sub"), PayCycle, Inc. (the "Company"), and Shareholder Representative Services LLC, as the stockholder representative has been approved, adopted, certified, executed and acknowledged by each of Merger Sub and the Company in accordance with Section 251(c) of the General Corporation Law.

THIRD: That the surviving company shall be the Company, and the name of the surviving company shall be PayCycle, Inc. (the "Surviving Corporation").

FOURTH: That pursuant to the Merger Agreement, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated at the Effective Time (as defined below) to read in its entirety as set forth in Exhibit A attached hereto, until thereafter amended in accordance with Delaware Law and such Certificate of Incorporation.

FIFTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Intuit Inc.  
2700 Coast Avenue  
Mountain View, CA 94043

SIXTH: That 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.

SEVENTH: That the merger of Merger Sub with and into the Company shall become effective at the time of filing local time in the State of Delaware on the date of filing of this Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time").

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed by its duly authorized officer as of this 23rd day of July, 2009.

PAYCYCLE, INC.

By: 

Name: James J. Hoeger

Title: President and Chief Executive Officer

EXHIBIT A

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF**

**PAYCYCLE, INC.**

**ARTICLE I**

**Name**

The name of the corporation is PayCycle, Inc. (the "Corporation").

**ARTICLE II**

**Registered Office and Registered Agent**

The address of the registered office of the Corporation in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

**ARTICLE III**

**Corporate Purpose**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law").

**ARTICLE IV**

**Capital Stock**

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 100 all of which shall be shares of Common Stock, par value \$0.0001 per share.

**ARTICLE V**

**Directors**

Elections of directors of the Corporation need not be by written ballot, except and to the extent provided in the Bylaws of the Corporation.

To the fullest extent permitted by law, no director of the Corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended.

Neither any amendment nor repeal of this Article V, nor the adoption of any provision of this Amended and Restated Certificate of Incorporation Inconsistent with this Article V, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

## **ARTICLE VI**

### **Bylaws**

The directors of the Corporation shall have the power to adopt, amend or repeal bylaws.

## **ARTICLE VII**

### **Reorganization**

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

## **ARTICLE VIII**

### **Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all the provisions of this Certificate of Incorporation and all rights conferred on stockholders, directors and officers in this Certificate of Incorporation are subject to this reserved power.