

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/12/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BENEFITPOINT, INC.		09/06/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BENEFITPOINT HOLDING CORP.
Street Address:	11724 NE 195th Street
City:	Bothell
State/Country:	WASHINGTON
Postal Code:	98011
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2471952	BENEFITPOINT
Registration Number:	2531464	CARRIERS BROKERS EMPLOYERS EMPLOYEES
Registration Number:	3079410	BENEFITPOINT WHERE EMPLOYEE BENEFITS PROFESSIONALS CONNECT
Registration Number:	3163523	APTUS

CORRESPONDENCE DATA

Fax Number: (207)791-1350
 Phone: (207) 791-1100
 Email: trademark@pierceanwood.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Correspondent Name: Peter J. Guffin
 Address Line 1: 254 Commercial Street
 Address Line 4: Portland, MAINE 04101

900204147

**TRADEMARK
 REEL: 004638 FRAME: 0486**

CH \$115.00 2471952

ATTORNEY DOCKET NUMBER:	21397/8476
NAME OF SUBMITTER:	Nathaniel D. Bryans
Signature:	/Nathaniel D. Bryans/
Date:	10/07/2011
Total Attachments: 4 source=Cert. of Merger -- BenefitPoint, Inc. into BenefitPoint Holding Corp. (W2677393)#page1.tif source=Cert. of Merger -- BenefitPoint, Inc. into BenefitPoint Holding Corp. (W2677393)#page2.tif source=Cert. of Merger -- BenefitPoint, Inc. into BenefitPoint Holding Corp. (W2677393)#page3.tif source=Cert. of Merger -- BenefitPoint, Inc. into BenefitPoint Holding Corp. (W2677393)#page4.tif	

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 OWNERSHIP, WHICH MERGES:

"BENEFITPOINT, INC.", A DELAWARE CORPORATION,

WITH AND INTO "BENEFITPOINT HOLDING CORP." UNDER THE NAME OF "BENEFITPOINT HOLDING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF SEPTEMBER, A.D. 2011, AT 5:41 O'CLOCK P.M.

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

3352845 8100M

110998399




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9024900

DATE: 09-13-11

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

TRADEMARK
REEL: 004638 FRAME: 0488

CERTIFICATE OF OWNERSHIP AND MERGER

OF

BENEFITPOINT, INC.
a Delaware corporation

INTO

BENEFITPOINT HOLDING CORP.
a Delaware corporation

It is hereby certified that pursuant to Title 8, Section 253 of the Delaware General Corporation Law (the "DGCL"), the undersigned Corporation organized and existing under and by virtue of the DGCL executed the following Certificate and Ownership of Merger:

1. BenefitPoint Holding Corp. (the "Corporation") is a business corporation of the State of Delaware incorporated on February 1, 2001.

2. The Corporation is the owner of all of the outstanding shares of common stock of BenefitPoint, Inc., which is also a business corporation of the State of Delaware incorporated on October 27, 1998.

3. The Corporation hereby merges BenefitPoint, Inc. into the Corporation.

4. Attached as Exhibit A is a copy of the resolutions adopted on SEPTEMBER 6, 2011 by the Board of Directors of the Corporation to merge BenefitPoint, Inc. into the Corporation.

Executed on September 6, 2011

BENEFITPOINT HOLDING CORP.

By: 

Name: John Morrow

Title: Senior Vice President, General Counsel
and Secretary

**WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
BENEFITPOINT HOLDING CORP.
a Delaware Corporation**

The undersigned, being the sole member of the Board of Directors of BenefitPoint Holding Corp., a Delaware corporation (the "Corporation"), does hereby consent to the following actions and adopts the following resolutions by written consent pursuant to Section 141(f) of the Delaware General Corporation Law:

MERGER OF SUBSIDIARY DELAWARE CORPORATION

WHEREAS, the Corporation owns of record and beneficially one hundred percent (100%) of the issued and outstanding shares of common stock, par value \$0.0001 per share, of BenefitPoint, Inc., a Delaware corporation ("BenefitPoint, Inc.") which shares constitute all of the issued and outstanding shares of capital stock of BenefitPoint, Inc., and, accordingly, BenefitPoint, Inc. is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Board of Directors of the Corporation deems and declares it desirable and in the best interest of the Corporation for BenefitPoint, Inc. to merge with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware ("DGCL");

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to execute, acknowledge and file a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge BenefitPoint, Inc. into the Corporation, substantially in the form attached hereto as Exhibit A (the "Certificate of Ownership and Merger").

NOW, THEREFORE, BE IT RESOLVED, that BenefitPoint, Inc. be merged with and into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of BenefitPoint, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by BenefitPoint, Inc. in its name;

RESOLVED, that this Corporation shall assume all of the obligations of BenefitPoint, Inc.;

RESOLVED, that upon the effectiveness of the merger, all the issued and outstanding shares of common stock of BenefitPoint, Inc. shall, by virtue of the merger and without any action by the holder thereof, be cancelled, and the issued and outstanding shares of common stock of the Corporation shall continue to be issued and outstanding;

RESOLVED, that the Merger as contemplated by the Certificate of Ownership and Merger is hereby authorized and approved; and

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, the Certificate of Ownership and Merger; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed in the office of the Secretary of State of Delaware.

GENERAL AUTHORIZATION

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the States of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the States of Delaware and within any other appropriate jurisdiction as such officers or directors, deem necessary, appropriate or advisable in order to carry out and effectuate the mergers contemplated in these resolutions.

RESOLVED FURTHER, that each of the officers of the Corporation are hereby authorized and directed to execute and deliver any and all documents and to take such other action as such person deems necessary, advisable, or appropriate to carry out the purposes and intent, but within the limitations, of the foregoing resolutions.

RESOLVED FURTHER, that all of the lawful actions taken by the officers of the Corporation prior to the date of these resolutions in connection with the mergers contemplated herein be, and they hereby are, ratified in all respects.

This consent shall be filed in the Minute Book of the Corporation and become a part of the records of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this consent effective as of

September 6, 2011.



EUAN C. MENZIES