

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Optio Software, Inc.		04/21/2008	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Optio Software, LLC
Street Address:	325 Corporate Drive
City:	Portsmouth
State/Country:	NEW HAMPSHIRE
Postal Code:	03801
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	77469075	QUICKRECORD DEFICIENCY MANAGEMENT
Registration Number:	3117478	MEDEX
Registration Number:	2204450	OPTIO
Registration Number:	2546428	OPTIO E.COMINTEGRATE
Registration Number:	3473773	PROCENTRA
Registration Number:	2587591	QUICKCHART
Registration Number:	2267199	QUICKRECORD

CORRESPONDENCE DATA

Fax Number: (207)791-1350
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 207-791-1100
 Email: trademark@pierceatwood.com
 Correspondent Name: Gloria A. Pinza, Esq.
 Address Line 1: One Monument Square
 Address Line 2: Pierce Atwood LLP

CH \$190.00 77469075

Address Line 4: Portland, MAINE 04101-1110

ATTORNEY DOCKET NUMBER:	25033-5922
NAME OF SUBMITTER:	Gloria A. Pinza, Esq.
Signature:	/Gloria A. Pinza/
Date:	08/21/2008

Total Attachments: 8

source=Certificate of Conversion Optio Software, LLC (W1124570)#page1.tif
source=Certificate of Conversion Optio Software, LLC (W1124570)#page2.tif
source=Certificate of Conversion Optio Software, LLC (W1124570)#page3.tif
source=Certificate of Conversion Optio Software, LLC (W1124570)#page4.tif
source=Certificate of Conversion Optio Software, LLC (W1124570)#page5.tif
source=Certificate of Conversion Optio Software, LLC (W1124570)#page6.tif
source=Certificate of Conversion Optio Software, LLC (W1124570)#page7.tif
source=Certificate of Conversion Optio Software, LLC (W1124570)#page8.tif

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A GEORGIA CORPORATION UNDER THE NAME OF "OPTIO SOFTWARE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "OPTIO SOFTWARE, INC." TO "OPTIO SOFTWARE, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF APRIL, A.D. 2008, AT 1:10 O'CLOCK P.M.



4536495 8100V

080452791

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6536336

DATE: 04-21-08

TRADEMARK
REEL: 003838 FRAME: 0914

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
OPTIO SOFTWARE, INC.
TO
OPTIO SOFTWARE, LLC**

This Certificate of Conversion to Limited Liability Company is being duly executed and filed by Optio Software, Inc., a Georgia corporation (the "Corporation"), and Kevin M. Donovan, as an authorized person, to convert the Corporation to a Delaware limited liability company under the Georgia Business Corporation Code (the "GBCC") and the Delaware Limited Liability Company Act (6 Del. C. § 18-101 *et seq.*) (the "DLLCA").

1. The Corporation's name when it was originally incorporated in the State of Georgia was Technology Marketing, Inc. pursuant to Articles of Incorporation filed on May 12, 1981, and its name as of immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Optio Software, Inc.

2. The Corporation filed its original certificate of incorporation with the Secretary of State of the State of Georgia and was first incorporated on May 12, 1981 in the State of Georgia, and was incorporated in the State of Georgia immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.

3. The name of the limited liability company into which the Corporation shall be converted as set forth in the certificate of formation of the limited liability company shall be Optio Software, LLC.

4. The conversion of the Corporation to a Delaware limited liability company has been approved in accordance with the provisions of Section 14-2-1109.3 of the GBCC and Section 18-214 of the DLLCA.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company dated as of April 21, 2008.

Optio Software, Inc.

By: /s/ Kevin M. Donovan
Name: Kevin M. Donovan
Title: Treasurer

/s/ Kevin M. Donovan
Name: Kevin M. Donovan
Authorized Person

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "OPTIO SOFTWARE, LLC" FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF APRIL, A.D. 2008, AT 1:10 O'CLOCK P.M.



4536495 8100V

080452791

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6536336

DATE: 04-21-08

TRADEMARK
REEL: 003838 FRAME: 0917

CERTIFICATE OF FORMATION

OF

OPTIO SOFTWARE, LLC

This Certificate of Formation of Optio Software, LLC (the "Limited Liability Company"), dated as of April 21, 2008, is being duly executed and filed by Kevin M. Donovan, as an authorized person to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101 et seq.).

FIRST: The name of the Limited Liability Company is Optio Software, LLC.

SECOND: The address of the registered office of the Limited Liability Company in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD: The name and the address of the registered agent for service of process on the LLC in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the date first above written.

/s/ Kevin M. Donovan
Kevin M. Donovan
Authorized Person

STATE OF GEORGIA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that a certificate of conversion has been filed on **04/21/2008** converting

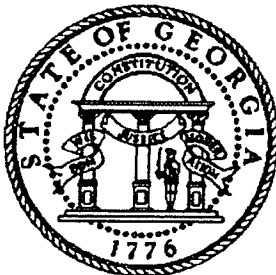
OPTIO SOFTWARE, INC.
a Domestic Profit Corporation

to

OPTIO SOFTWARE, LLC
a Foreign Non-Qualifying Entity

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid. Conversion of the above-named entity is effective upon issuance of this certificate.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on April 21, 2008



A handwritten signature in black ink, appearing to read 'Karen C Handel'.

Karen C Handel
Secretary of State

CERTIFICATE OF CONVERSION

OF

OPTIO SOFTWARE, INC.

This Certificate of Conversion of Optio Software, Inc., a Georgia corporation (the "Corporation") to a Delaware limited liability company, is being filed pursuant to Section 14-2-1109.3 of the Georgia Business Corporation Code.

FIRST: The name of the Corporation immediately prior to filing this Certificate is Optio Software, Inc.

SECOND: The name of the Delaware limited liability company into which the corporation shall be converted as set forth in its Certificate of Formation is Optio Software, LLC.

THIRD: A plan of conversion has been adopted as required by Section 14-2-1109.3(c) of the Georgia Business Corporation Code.

FOURTH: As of the effective time of the filing of this Certificate of Conversion (the "Effective Time"), the authority of the Corporation's registered agent in the State of Georgia to accept service on the Corporation's behalf is revoked and the Secretary of State of the State of Georgia (the "Secretary") is irrevocably appointed as the agent for service of process on Optio Software, LLC in any proceeding to enforce any obligation of the Corporation arising prior to the Effective Time.

FIFTH: In accordance with the provisions of Section 14-2-1109.3(j) of the Georgia Business Corporation Code, a copy of any process served on the Secretary pursuant to the previous paragraph shall be mailed to the address listed below, and Optio Software, LLC shall notify the Secretary of any change to this mailing address:

c/o Bottomline Technologies (de), Inc.
325 Corporate Drive
Portsmouth, NH 03801

State of Georgia
Expedite Conversion 2 Page(s)



T0811203045

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of April 21, 2008.

OPTIO SOFTWARE, INC.



Kevin M. Donovan
Treasurer

2008 APR 21 PM 2:40
SECRETARY OF STATE
CORPORATIONS DIVISION

US1DOCS 6614969v1