

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                  |  |                       |                         |
|----------------------------------|--|-----------------------|-------------------------|
| SUBMISSION TYPE:                 | NEW ASSIGNMENT   |                       |                         |
| NATURE OF CONVEYANCE:            | MERGER   |                       |                         |
| EFFECTIVE DATE:                  | 08/31/2010   |                       |                         |
| <b>CONVEYING PARTY DATA</b>      |  |                       |                         |
| <b>Name</b>                      | <b>Formerly</b>  | <b>Execution Date</b> | <b>Entity Type</b>      |
| Business Tax Services, Inc.      |  | 08/26/2010            | CORPORATION: WASHINGTON |
| <b>RECEIVING PARTY DATA</b>      |  |                       |                         |
| <b>Name:</b>                     | CompuPay, Inc.   |                       |                         |
| <b>Street Address:</b>           | 3450 Lakeside Drive  |                       |                         |
| <b>Internal Address:</b>         | Suite 400  |                       |                         |
| <b>City:</b>                     | Miramar  |                       |                         |
| <b>State/Country:</b>            | FLORIDA  |                       |                         |
| <b>Postal Code:</b>              | 33027  |                       |                         |
| <b>Entity Type:</b>              | CORPORATION: FLORIDA   |                       |                         |
| <b>PROPERTY NUMBERS Total: 1</b> |  |                       |                         |
| <b>Property Type</b>             | <b>Number</b>  | <b>Word Mark</b>      |                         |
| Registration Number:             | 1643163  | PAYRIGHT              |                         |
| <b>CORRESPONDENCE DATA</b>       |  |                       |                         |
| <b>Fax Number:</b>               | (207)774-7499  |                       |                         |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                       |                         |
| <b>Phone:</b>                    | 207-774-4000   |                       |                         |
| <b>Email:</b>                    | cbacall@verrilldana.com  |                       |                         |
| <b>Correspondent Name:</b>       | Charles P. Bacall  |                       |                         |
| <b>Address Line 1:</b>           | One Portland Square  |                       |                         |
| <b>Address Line 2:</b>           | P.O. Box 586   |                       |                         |
| <b>Address Line 4:</b>           | Portland, MAINE 04112-0586   |                       |                         |
| <b>ATTORNEY DOCKET NUMBER:</b>   | 36366-7189   |                       |                         |
| <b>NAME OF SUBMITTER:</b>        | Charles P. Bacall  |                       |                         |

OP \$40.00 1643163

**900184233**

**TRADEMARK  
 REEL: 004479 FRAME: 0638**

|  |                     |
|--|---------------------|
| Signature:   | /Charles P. Bacall/ |
| Date:  | 02/16/2011          |
| Total Attachments: 2<br>source=BusinessTaxServices.merger.CompuPay.083110#page1.tif<br>source=BusinessTaxServices.merger.CompuPay.083110#page2.tif |                     |

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

COMPUPAY, INC.

FL Profit Corporation

UBI: 000-000-000

Filing Date: August 30, 2010

Effective Date: August 31, 2010

Merging Entities:

178-099-086

BUSINESS TAX SERVICES, INC.



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 004479 FRAME: 0640

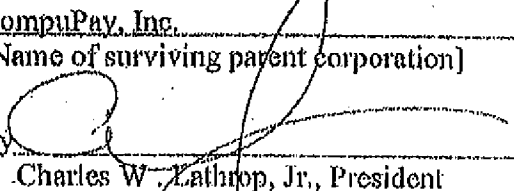
ARTICLES OF MERGER  
OF  
BUSINESS TAX SERVICES, INC.  
INTO  
COMPUPAY, INC.  
[SUBSIDIARY INTO PARENT]

FILED  
SECRETARY OF STATE  
AUG 30 2010  
STATE OF WASHINGTON

Pursuant to RCW 23B.11.040, the undersigned surviving parent corporation executes and submits for filing the following Articles of Merger:

1. Business Tax Services, Inc., a Washington corporation ("Subsidiary"), is a wholly owned subsidiary of CompuPay, Inc., a Florida corporation ("Parent").
2. On August 26<sup>th</sup>, 2010, the board of directors of the Parent duly approved the Plan of Merger, attached hereto as Exhibit A.
3. Pursuant to RCW 23B.11.040, approval of the Plan of Merger by the shareholders of the Parent or the Subsidiary, was not required.
4. The effective date of this merger is August 31, 2010.

Dated: August 26<sup>th</sup>, 2010

CompuPay, Inc.  
[Name of surviving parent corporation]  
By:   
Charles W. Lathrop, Jr., President

2827622\_1