

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/29/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Centive, Inc.		02/29/2008	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	Centive, Inc.
Street Address:	One Burlington Woods Drive
City:	Burlington
State/Country:	MASSACHUSETTS
Postal Code:	01803
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3252311	FROM PROSPECT TO PAYCHECK
Registration Number:	3134080	COMPEL
Registration Number:	3305531	
Registration Number:	3342693	CENTIVE
Registration Number:	3300894	CENTIVE
Registration Number:	3338095	INSPIRE PERFORMANCE

CORRESPONDENCE DATA

Fax Number: 6504936811  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Phone: 650-493-9300  
 Email: trademarks@wsgr.com  
 Correspondent Name: Wilson Sonsini Goodrich & Rosati

Address Line 1: 650 Page Mill Road  
Address Line 4: Palo Alto, CALIFORNIA 94304-1050

ATTORNEY DOCKET NUMBER:	31919-027/JW
NAME OF SUBMITTER:	Matthew J. Kuykendall
Signature:	/Matthew J. Kuykendall/
Date:	08/15/2012

Total Attachments: 6  
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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CENTIVE, INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "CENTIVE, INC." UNDER THE NAME OF "CENTIVE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 2008, AT 8:59 O'CLOCK A.M.

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

4500200 8100M

080257112

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6417430

DATE: 02-29-08

TRADEMARK  
REEL: 004843 FRAME: 0471

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Centive, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Centive, Inc., a Massachusetts corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is Centive, Inc., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 10,500,000 shares of Common Stock, no par value; 7,204,609 shares of Series D1 Convertible Preferred Stock, no par value.

**SIXTH:** The merger is to become effective on February 29, 2008.

**SEVENTH:** The Agreement of Merger is on file at One Burlington Woods Drive, Burlington, Massachusetts 01803 an office of the surviving corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed by an authorized officer, the 29<sup>th</sup> day of February, A.D.,

By:   
Authorized Officer

Name: Mary Jean Capodanno  
Print or Type

Title: Secretary

DF  
PC

The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Merger  
Involving Domestic Corporations,  
Foreign Corporations or Foreign Other Entities  
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
Centive, Inc. 043349727	Massachusetts	January 29, 1997
Centive, Inc. 000972158	Delaware	February 22, 2008

(3) The foreign corporation or other entity  is /  is not\* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: Centive, Inc.

(5) Jurisdiction under the laws of which the surviving entity will be organized: Delaware

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: \_\_\_\_\_

(7-8) For each domestic corporation that is a party to the merger:\*\*

*(check appropriate box)*

The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

\* Check appropriate box

\*\* Provide this information for each domestic corporation separately

P.C.

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(10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

(12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: One Burlington Woods Drive, Burlington, MA 01803  
*(number, street, city or town, state, zip code)*

Signed by: Mary Jane Coe  
*(signature of authorized individual)*

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary.

on this 28 day of Feb, 2008

Signed by: James A. Triandiflou  
*(signature of authorized individual)*

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 28 day of Feb., 2008

TRADEMARK

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0510192985

1046454

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Merger Involving Domestic Corporations,  
Foreign Corporations or Foreign Other Entities  
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

I hereby certify that upon examination of these articles of merger, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$250 having been paid, said articles are deemed to have been filed with me this day of February 20 08 at 9:25 a.m./p.m.

Effective date: \_\_\_\_\_  
(must be within 90 days of date submitted)

WFG  
Examiner

William Francis Galvin  
WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

Filing fee: Minimum \$250

WFG  
Name approval

TO BE FILLED IN BY CORPORATION  
Contact Information:

C  
OK  
#A.R.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone: \_\_\_\_\_

Email: \_\_\_\_\_

Upon filing, a copy of this filing will be available at [www.sec.state.ma.us/cor](http://www.sec.state.ma.us/cor). If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

RECEIVED  
FEB 29 AM 9:25  
CORPORATION DIVISION

TRADEMARK