

12-23-2002

Form PTO-1595

RECC



PT

U.S. DEPARTMENT OF COMMERCE

U.S. Patent And Trademark Office

(Rev. 03/01) (modified)

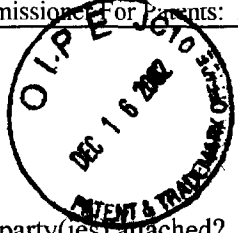
OMB No. 0651-0027 (exp 5/31/2002)

102319693

To the Honorable Commissioner For Patents: Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):
 Echo Acquisition Corp.
 EmployeeMatters, Inc.
 Intuit Inc.

Additional name(s) of conveying party(ies) attached?
 Yes No



2. Name and address of receiving party(ies):
 Name: EmployeeMatters, Inc., a wholly-owned subsidiary of Intuit, Inc.
 Internal Address: 94 Riverbend Drive South
 Street Address:
 City: Stamford
 State: CT Zip: 06907
 Additional name(s) & address(es) attached?
 Yes No

3. Nature of Conveyance: 12/16/02
 Assignment Merger
 Security Agreement Change of Name
 Other: _____
 Execution Date: December 20, 2000

4. Application number(s) or patent number(s):
 If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s):
09/755,934

B. Patent No.(s): _____

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Eileen A. Lehmann, Esq.
 Internal Address: Fenwick & West LLP
 Street Address: Two Palo Alto Square
 City: Palo Alto State: CA Zip Code: 94306

6. Total number of applications and patents involved: [1]
 7. Total fee (37 CFR 3.41): \$40.00
 Check Enclosed
 Fee Transmittal Enclosed
 Charge the indicated fees to the below mentioned deposit account.
 8. Deposit Account No.: 19-2555

DO NOT USE THIS SPACE

9. Statement and signature:
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Eileen A. Lehmann, 39,272 Eileen A. Lehmann 12/10/02
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, documents: [15]

Mail documents to be recorded with required cover sheet information to: Box Assignment, Commissioner For Patents and Trademarks, Washington, D.C. 20231

Case Docket No.: 16319-05986

12/23/2002 6TON11 00000007 192555 09755934
 01 FC:8021 40.00 CH

16319/05986/DOCS/1314964.

PATENT REEL: 013590 FRAME: 0090

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"ECHO ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "EMPLOYEEMATTERS, INC." UNDER THE NAME OF
"EMPLOYEEMATTERS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2000, AT 4:30
O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3034301 8100M

001641773

AUTHENTICATION: 0870644

DATE: 12-21-00

PATENT
REEL: 013590 FRAME: 0091

CERTIFICATE OF MERGER

OF

ECHO ACQUISITION CORP.,
a Delaware corporation

INTO

EMPLOYEEMATTERS, INC.
a Delaware corporation

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware, DOES HEREBY CERTIFY:

FIRST: That the name and state of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Echo Acquisition Corp.	Delaware
EmployeeMatters, Inc.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is EmployeeMatters, Inc., a Delaware corporation.

FOURTH: That the Amended & Restated Certificate of Incorporation of EmployeeMatters, Inc., a Delaware corporation which will survive the Merger, as amended and restated in its entirety and attached hereto as Exhibit A, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is: 2632 Marine Way, Mountain View, CA 94043.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of each corporation which is party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>No. of Shares</u>	<u>Par Value</u>
Echo Acquisition Corp.	Common	1,000	\$.01
EmployeeMatters, Inc.	Common	70,000,000	\$.01
	Series A Preferred	30,000,000	\$.01

EIGHTH: That this Certificate of Merger shall be effective upon filing with the Secretary of State of the State of Delaware.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Dated: December 20, 2000

EMPLOYEEMATTERS, INC.



By: Elliot S. Cooperstone
Title: President

EM cert. of merger.doc

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

EMPLOYEE MATTERS, INC.

The undersigned, Elliot S. Cooperstone hereby certifies that:

ONE: He is the duly elected and acting Chief Executive Officer of said EmployeeMatters, Inc. (the "Corporation").

TWO: The present name of the Corporation is EmployeeMatters, Inc. The Corporation was originally incorporated under the name "eSourceOne, Inc." by the filing of a Certificate of Incorporation with the Secretary of State of the State of Delaware on April 26, 1999. The Corporation then filed an Amended and Restated Certificate of Incorporation on August 5, 1999. On August 10, 1999 the Corporation filed a Certificate of Designation setting forth the rights and preferences of the Series A Preferred Stock. On January 5, 2000, the Corporation filed a Certificate of Amendment with the Secretary of State changing its name to EmployeeMatters, Inc. On June 8, 2000, September 13, 2000, November 6, 2000, November 16, 2000, November 28, 2000 and December 13, 2000 the corporation filed Certificates of Amendment.

THREE: This Amended and Restated Certificate of Incorporation has been duly adopted by the Board of Directors of the Corporation in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "GCL") and by written consent of the stockholders in accordance with Section 228 of the GCL.

FOUR: The Certificate of Incorporation of EmployeeMatters, Inc. shall be amended and restated to read as follows:

1. The name of the corporation is EmployeeMatters, Inc.
2. The address of the Company's registered agent in the State of Delaware is 2711 Centerville Road, Suite 400 Wilmington, County of New Castle. The name of its registered agent at that address is Corporation Service Company.
3. The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the GCL.
4. The total number of shares of stock which the Company has authority to issue is 1,000 shares, all of which shall be Common Stock, \$.01 par value per share.
5. The Company's Board of Directors shall have the power to adopt, amend or repeal the Company's Bylaws.

6. Election of the Company's directors need not be by written ballot, unless the Company's Bylaws shall so provide.

7. To the fullest extent permitted by law, no director of the Company 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 GCL is hereafter amended to authorize the further elimination or limitation of the liability of a director, the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Dated: December __, 2000

EMPLOYEE MATTERS, INC.

By: Elliot S. Cooperstone
Title: President

1065160

DEC. -21' 00 (THU) 09:18

TEL: 212 355 7524

P. 011

Dated: December 20, 2000

EMPLOYEEMATTERS, INC.


By: Elliot S. Cooperstone
Title: President

1060425.1

TABLE OF CONTENTS

ARTICLE 1 - THE MERGER..... 1
1.1 The Merger

"REDACTED"

2.13 Intellectual Property.....

"REDACTED"

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER entered into as of November 15, 2000 (the "Agreement"), by and among Intuit Inc., a Delaware corporation (the "Buyer"), Echo Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of the Buyer (the "Transitory Subsidiary"), EmployeeMatters, Inc., a Delaware corporation (the "Company"), FrontLine Capital Group, a Delaware corporation ("FrontLine"), and the stockholders of the Company signatory hereto (together with FrontLine, the "Principal Stockholders"). The Buyer, the Transitory Subsidiary, the Company and the Principal Stockholders are referred to collectively herein as the "Parties."

"REDACTED"

ARTICLE 1 - THE MERGER

1.1 The Merger. Upon and subject to the terms and conditions of this Agreement, the Transitory Subsidiary shall merge with and into the Company (with such merger referred to herein as the "Merger") at the Effective Time (as defined below). From and after the Effective Time, the separate corporate existence of the Transitory Subsidiary shall cease and the Company shall continue as the surviving corporation in the Merger and a wholly-owned subsidiary of Buyer (the "Surviving Corporation"). The "Effective Time" shall be the time at which the Surviving Corporation files a certificate of merger or other appropriate documents prepared and executed in accordance with Section 251 of the Delaware General Corporation Law (the

“DGCL”) (the “Certificate of Merger”) with the Secretary of State of the State of Delaware. The Merger shall have the effects set forth in Section 259 of the DGCL.

“REDACTED”

“REDACTED”

"REDACTED"

2.13 Intellectual Property.

"REDACTED"

"REDACTED"

(b) Patents. Section 2.13(b) of the Disclosure Schedule sets forth a complete and accurate list of all Patents owned by the Company and the Subsidiaries.

"REDACTED"

Section 2.13(b)


Patents

On January 4, 2000, the Company filed a provisional patent application (serial number 60/174480) with the U.S. Patent and Trademark Office entitled: "Method and System for Remotely Managing Business and Employee Administration Functions," naming H. Thach Pham and Elliot Cooperstone as inventors.

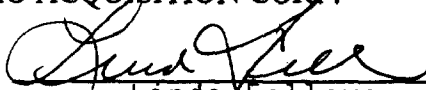
"REDACTED"

IN WITNESS WHEREOF, the Parties have executed this Agreement and Plan of Merger as of the date first above written.

INTUIT INC.

By: 
Name: Raymond Stern
Title: Senior Vice President

ECHO ACQUISITION CORP.

By: 
Name: Linda Fellows
Title: Vice President & CFO

EMPLOYEEMATTERS, INC.

By: _____
Name:
Title:

PRINCIPAL STOCKHOLDERS:

Name: Elliot S. Cooperstone

Name: H. Thach Pham

RSI ESO, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Parties have executed this Agreement and Plan of Merger as of the date first above written.

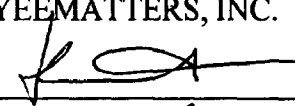
INTUIT INC.

By: _____
Name:
Title:


ECHO ACQUISITION CORP.

By: _____
Name:
Title:

EMPLOYEE MATTERS, INC.

By:  _____
Name: Elliot Cooperstone
Title: CEO

PRINCIPAL STOCKHOLDERS:


Name: Elliot S. Cooperstone

Name: H. Thach Pham

RSI ESO, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Parties have executed this Agreement and Plan of Merger as of the date first above written.

INTUIT INC.

By: _____
Name:
Title:

ECHO ACQUISITION CORP.

By: _____
Name:
Title:

EMPLOYEE MATTERS, INC.

By: _____
Name:
Title:

PRINCIPAL STOCKHOLDERS:

Name: Elliot S. Cooperstone

Name: H. Thach Pham

RSI ESO, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Parties have executed this Agreement and Plan of Merger as of the date first above written.

INTUIT INC.

By: _____
Name:
Title:

ECHO ACQUISITION CORP.

By: _____
Name:
Title:

EMPLOYEE MATTERS, INC.

By: _____
Name:
Title:

PRINCIPAL STOCKHOLDERS:

Name: Elliot S. Cooperstone


Name: H. Thach Pham

RSI ESO, INC.

By: _____
Name: *Jeff Neumann*
Title: *EVP*

[COUNTERPART SIGNATURE PAGE TO THE AGREEMENT AND PLAN OF
MERGER DATED AS OF NOVEMBER 15, 2000, AMONG INTUIT, INC., ECHO
ACQUISITION CORP., EMPLOYEEMATTERS, INC., FRONTLINE CAPITAL
GROUP AND THE STOCKHOLDERS NAMED HEREIN]

FRONTLINE CAPITAL GROUP

By: 
Name:
Title:

S-1A

DOCSNY1:743344.1
10986-1 EFS

PATENT
REEL: 013590 FRAME: 0109

Assistant
The undersigned, being the duly elected Secretary of the Transitory Subsidiary, hereby certifies that this Agreement has been adopted by a majority of the votes represented by the outstanding shares of capital stock of the Transitory Subsidiary entitled to vote on this Agreement.

Virginia R Oles

Virginia R Oles, Asst. Secretary

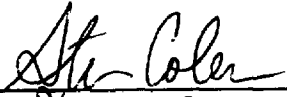
The undersigned, being the duly elected Secretary of the Company, hereby certifies that this Agreement has been adopted by a majority of the votes represented by the outstanding Company Shares entitled to vote on this Agreement.

_____, Secretary

The undersigned, being the duly elected Secretary of the Transitory Subsidiary, hereby certifies that this Agreement has been adopted by a majority of the votes represented by the outstanding shares of capital stock of the Transitory Subsidiary entitled to vote on this Agreement.

_____, Secretary

The undersigned, being the duly elected Secretary of the Company, hereby certifies that this Agreement has been adopted by a majority of the votes represented by the outstanding Company Shares entitled to vote on this Agreement.



Steven Cohen, Secretary