

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM406662

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Professional Systems Corporation		12/31/2013	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	RevSpring, Inc.
Street Address:	29241 Beck Road
City:	Wixom
State/Country:	MICHIGAN
Postal Code:	48393
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3102019	MINUTEPAY
Registration Number:	3801077	PS PAYSYSTEMS.NET SINCE 1980

CORRESPONDENCE DATA

Fax Number: 2029068669
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.
Phone: 202.906.8618
Email: ipmail@dykema.com
Correspondent Name: Eric T. Fingerhut
Address Line 1: 1301 K Street, N.W., Suite 1100 West
Address Line 4: Washington, D.C. 20005

NAME OF SUBMITTER:	Eric T. Fingerhut
SIGNATURE:	/eric t. fingerhut/
DATE SIGNED:	11/28/2016

Total Attachments: 7

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Delaware

The First State

Page 1

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 MERGER, WHICH MERGES:

"PROFESSIONAL SYSTEMS CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "REVSRING, INC." UNDER THE NAME OF "REVSRING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 1:10 O`CLOCK P.M.



3550562 8100M
SR# 20166776657

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

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203391995
Date: 11-23-16

TRADEMARK
REEL: 005928 FRAME: 0459

CERTIFICATE OF MERGER
OF
PROFESSIONAL SYSTEMS CORPORATION
WITH AND INTO
REVSPRING, INC.
UNDER SECTION 251 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), RevSpring, Inc., a Delaware corporation (the "Company"), hereby certifies the following information relating to the merger of Professional Systems Corporation, a Delaware corporation ("Subsidiary"), with and into the Company (the "Merger").

1. The names and states of incorporation of the Company and Subsidiary, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State of Incorporation</u>
Professional Systems Corporation	Delaware
RevSpring, Inc.	Delaware

2. The Agreement and Plan of Merger, dated as of December 31, 2013 by and between the Company and Subsidiary (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, executed and acknowledged by each of the Constituent Corporations, in accordance with the provisions of Section 251(c) of the DGCL. The Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

3. The name of the corporation surviving the Merger is RevSpring, Inc. (the "Surviving Corporation").

4. The Certificate of Incorporation of the Surviving Corporation shall be amended and restated to read in its entirety as attached hereto as Exhibit A.

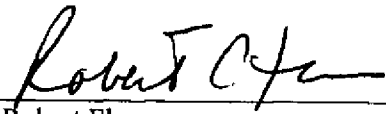
5. An executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, which is located at c/o RevSpring, Inc., 29241 Beck Road, Wixom, MI 48393.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

[Remainder of page intentionally left blank]

31st **IN WITNESS WHEREOF**, this Certificate of Merger has been executed on this day of December, 2013.

REVSPRING, INC.

By: 
Name: Robert Flynn
Title: Chief Financial Officer and Secretary

[Signature page to Certificate of Merger]

TRADEMARK
REEL: 005928 FRAME: 0462

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF REVSPRING, INC.**

FIRST: The name of the corporation (which is hereinafter referred to as the "Corporation") is RevSpring, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 1,000 shares of common stock with a par value of \$0.01 per share.

FIFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-laws of the Corporation, subject to any specific limitation on such power contained in any By-laws adopted by the stockholders. Elections of directors need not be by written ballot unless the By-laws of the Corporation so provide.

SIXTH:

1. Elimination of Certain Liability of Directors. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware at any time authorizes corporate action further limiting or eliminating the personal liability of directors, then the liability of a director of the Corporation shall be limited or eliminated to the fullest extent permitted by the General Corporation Law of the State of Delaware without further action by the Corporation. Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

2. Indemnification and Insurance.

(a) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer, of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph (b) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the General Corporation Law of the State of Delaware allows, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b) Right of Claimant to Bring Suit. If a claim under paragraph (a) of this Section is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the General Corporation Law of the State of Delaware to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the

commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard or conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

(d) Insurance. The Corporation may at its option maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

SEVENTH: Pursuant to Section 122 of the General Corporation Law of Delaware, the Corporation hereby renounces any interest or expectancy of the Corporation in, or being offered an opportunity to participate in any business opportunities presented to any director, including, without limitation, (i) in his or her capacity as an employee, officer, Affiliate, partner, director, member or manager of Compass Investment Partners Fund, LLC or any of its affiliates or related funds (hereafter, "CIP"), (ii) through his or her relationship with any Affiliate or business partner of CIP (other than the Corporation), (iii) through his or her relationship with any other company in which CIP has an equity or debt investment (other than the Corporation). No amendment or repeal of this clause SEVENTH shall apply to or have any effect on the liability or alleged liability of any director for any opportunity of which such director becomes aware prior to such amendment or repeal. "Affiliate" as used herein shall mean, with respect to any given person, any person controlling, controlled by or under common control with the given person.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.