

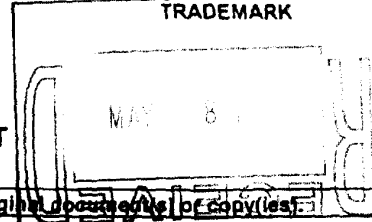
05-14-1998

MRD
5-8-98



100709852

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
12 23 97

Conveying Party

Mark if additional names of conveying parties attached

Name HPR Inc.

Execution Date
Month Day Year
12 23 97

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name HBO & Company of Georgia

DBA/AKA/TA _____

Composed of _____

Address (line 1) _____

Address (line 2) 301 Perimeter Center North

Address (line 3) Atlanta

Georgia

30346

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

05/13/1998 DCOATES 00000055 75309550

01 FC:481 40.00 OP
02 FC:482

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/309,550"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,624,579"/>	<input type="text" value="1,728,024"/>	<input type="text"/>
<input type="text" value="75/206,637"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,107,595"/>	<input type="text" value="2,048,199"/>	<input type="text"/>
<input type="text" value="75/206,577"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,938,662"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

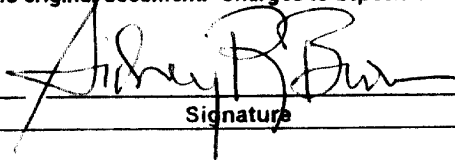
No

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. Charges to deposit account are authorized, as indicated herein.

Sidney R. Brown

Name of Person Signing



Signature

5-6-98

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"HPR INC.", A DELAWARE CORPORATION,

WITH AND INTO "HBO & COMPANY OF GEORGIA" UNDER THE NAME OF "HBO & COMPANY OF GEORGIA", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1997, AT 9:45 O'CLOCK A.M.



2055365 8100M

981171659

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9062733

DATE: 05-05-98

TRADEMARK

REEL: 1724 FRAME: 0882

CERTIFICATE OF MERGER

OF

HPR INC.

INTO

HBO & COMPANY OF GEORGIA

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "GCLD"), the undersigned corporation, organized and existing under and by virtue of the GCLD, DOES HEREBY CERTIFY that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger (the "Merger") is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
HPR Inc.	Delaware
HBO & Company of Georgia	Delaware

SECOND: An Agreement of Merger dated September 27, 1997, among said HBO & Company of Georgia, HBO & Company and HPR Inc. has been approved, adopted, certified, executed and acknowledged by each of such corporations in accordance with the requirements of Section 251 of the GCLD.

THIRD: The name of the corporation surviving the Merger is HBO & Company of Georgia.

FOURTH: The certificate of incorporation of HBO & Company of Georgia, the surviving corporation, shall continue to be the certificate of incorporation of the surviving corporation, and shall continue in full force and effect until altered or amended in the manner prescribed by the provisions of the GCLD.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 301 Perimeter Center North, Atlanta, Georgia 30346.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:45 AM 12/23/1997
TRADEMARK 2055365

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

HBO & COMPANY OF GEORGIA

By: 

Name: Jay E. Gilbertson

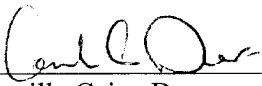
Title: Secretary

I certify that this correspondence is being deposited with the United States Postal Service by Express Mail Post Office to Addressee, No. EM472726155US. In an envelope addressed to Box Assignments, Commissioner of Patents and Trademarks, Washington, D.C. 20231, on May 7, 1998.

By: 

Camille Caine Duerr

I certify that this correspondence is being deposited with the United States Postal Service by Express Mail Post Office to Addressee, No. EM472726155US. In an envelope addressed to Box Assignments, Commissioner of Patents and Trademarks, Washington, D.C. 20231, on May 7, 1998.

By: 
Camille Caine Duerr