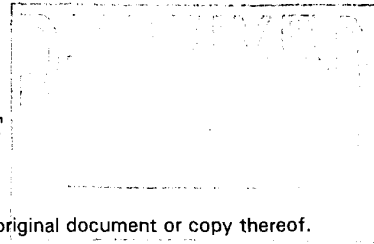


07-06-1998



100754514

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of conveying party(ies):
InterQual, Incorporated

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State **Delaware**
- Other

Additional name(s) of conveying party(ies) attached

Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement **Change of Name**
- Other

Execution Date: **April 23, 1994**

4. Application number(s) or registration number(s)

A. Trademark Application No.(s):

2. Name and address of receiving party(ies):

Name: **InterQual, Inc.**
 Address: **Suite 180**
293 Boston Post Road
West
 City: **Marlborough** State **MA** ZIP **01752**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Delaware**
- Other

If assignee is not domiciled in the United States a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached Yes No

B. Trademark registration No(s): **1,748,300;**
1,550,807; 1,151,958;
1,751,218; and 1,761,314

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning documents should be mailed:

Ms. Susan A. Henderson
55 West Monroe Street
Suite 500
Chicago, IL 60603
(312) 855-0905

6. Total number of applications and registrations involved: **5**

7. Total fee **\$140**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature

To the best of my knowledge and belief, the forgoing information is true and correct and any attached copy is a true copy of the original document.

Susan A. Henderson

6/16/1998

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet: **1**

Mail documents to be recorded with required cover sheet information to:

07/02/1998 BNGUYEN 00000097 1550007

01 FC:481
02 FC:482

40.00 OP
100.00 OP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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 RESTATED CERTIFICATE OF "INTERQUAL, INCORPORATED", CHANGING ITS NAME FROM "INTERQUAL, INCORPORATED" TO "INTERQUAL, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF MAY, A.D. 1994, AT 10 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

0872374 8100
981209815

AUTHENTICATION: 9113205
DATE: 06-02-98
TRADEMARK
REEL: 1747 FRAME: 0269

RESTATED CERTIFICATE OF INCORPORATION

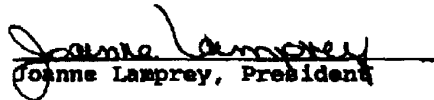
OF

INTERQUAL, INC.

It is hereby certified that:

1. The name of the corporation is InterQual, Inc. ("corporation"), which was originally incorporated under the name InterQual, Incorporated; and the date of filing the original certificate of incorporation of the corporation with the Secretary of State of Delaware is May 9, 1979.
2. The certificate of incorporation of the corporation is hereby amended by deleting the Certificate of Incorporation in its entirety and substituting the Restated Certificate of Incorporation of InterQual, Inc., attached hereto, as the Certificate of Incorporation.
3. The restatement of the certificate of incorporation has been duly adopted by the stockholders in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.
4. The effective time of the restated certificate of incorporation herein certified shall be upon the date of filing.

Signed and attested to on 7/23, 1994.


Joanne Lamprey, President

Attest:


Susan Weagly, Secretary

RESTATED
CERTIFICATE OF INCORPORATION
OF
INTERQUAL, INC.

FIRST: The name of the corporation is: **INTERQUAL, INC.**

SECOND: The address of its registered office in the State of Delaware is 32 Lockerman Square, Suite L-100, 19901, in the city of Dover, County of Kent. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as the same may be amended from time to time ("GCL").

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is One Thousand Two Hundred (1,200) common shares, One Dollar (\$1.00) par value of which One Thousand (1,000) shall be Class A stock and Two Hundred (200) shall be Class B stock. The shares of stock of Class A and the shares of stock of Class B shall be entitled in all respects to equal rights and privileges except that the shares of Class B stock shall not be entitled to vote on any matter.

FIFTH: The election of directors need not be by written ballot.

SIXTH: The Board of Directors of the corporation shall be as follows:

Charles M. Jacobs
Joanne Lamprey
Susan Weagly
Randolph Seed, M.D.

SEVENTH: Any and all actions taken by the Board of Directors of the corporation shall require the affirmative vote of a majority of all of the members of the Board of Directors.

EIGHTH: The corporation shall indemnify, and advance expenses to, each director, officer, trustee, employee or agent of the corporation and each person who is or was serving at the request of the corporation as a director, officer, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in the manner and to the

fullest extent provided in Section 145 of the GCL as the same now exists or may hereafter be amended. No amendment to or repeal of this Article EIGHTH shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

NINTH: No director of the corporation shall be 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 GCL or any successor provision, or (iv) for any transaction from which the director derived an improper personal benefit.

TENTH: This Certificate of Incorporation and the bylaws of the corporation may only be amended, altered, changed or repealed at an annual meeting or at any special meeting of the stockholders by the affirmative vote of a majority of all of the shares of stock of the corporation issued and outstanding, provided that notice of the proposed amendment, alteration, change or repeal to be made is contained in the notice of such annual or special meeting.

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TRADEMARK