

10-22-1998



100858016

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

FORM PTO 554  
1-31-97  
10-20-98

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS  
Box Assignment  
Washington, DC 20231

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
IMS AMERICA, LTD  
 Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State of New Jersey  
 Other  
Additional name(s) of conveying party(ies)  
attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: IMS HEALTH INCORPORATED  
Internal Address: \_\_\_\_\_  
Street Address: 100 Campus Road  
City Totowa State New Jersey ZIP 07512  
 Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State of Deleware  
 Other \_\_\_\_\_

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
Execution Date: June 30, 1998

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

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s): SEE ATTACHED LIST.  
Additional numbers attached?  Yes  No

B. Trademark registration No.(s): NONE.

5. Name and address of party to whom correspondence concerning document should be mailed:  
PENNIE & EDMONDS LLP  
1667 K Street, N.W  
Washington, D.C. 20006  
Attn.: James A. DeFelice  
File No.: 8746-0003/0009/0012/0016/0035-999

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41):..... \$ 115.00  
Please charge to the deposit account listed in Section 8, as well as any other fees which may be due.

8. Deposit account number: 16-1150

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.*  
James A. DeFelice  
Name of Person Signing Reg. No.

Signature

October 22, 1998  
Date

Total number of pages comprising cover sheet: 6

RECEIVED  
OCT 22 1998  
7512958016  
161150

10/21/1998  
01 FC-401  
02 FC-402  
201529.1

Continuation to Question 4A

<u>Application #</u>	<u>Filed</u>	<u>Trademark</u>
75/179531	October 9, 1996	LIFESITE
75/191951	November 4, 1996	LIFELINK
75/206675	December 2, 1996	PHARMACEUTICAL INVESTIGATOR
75/470345	April 20, 1998	PRICETRAK

*State of Delaware*  
*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 OWNERSHIP, WHICH MERGES:

"IMS AMERICA, LTD.", A NEW JERSEY CORPORATION,  
WITH AND INTO "IMS HEALTH INCORPORATED" UNDER THE NAME OF "IMS HEALTH INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1998, AT 9:03 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2853719 8100M

981269054

AUTHENTICATION:

9190080

DATE:

07-10-98

TRADEMARK

REEL: 1802 FRAME: 0340

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:03 AM 06/30/1998  
981253615 - 2853719

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**IMS AMERICA, LTD.**

**INTO**

**IMS HEALTH INCORPORATED**

IMS HEALTH INCORPORATED, a corporation organized and existing under the laws of Delaware (the "Corporation"),

**DOES HEREBY CERTIFY:**

**FIRST:** That the Corporation was incorporated on February 3, 1998, pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

**SECOND:** That IMS America, Ltd., a New Jersey corporation ("IMSA"), was incorporated on June 17, 1954 pursuant to the General Corporation Laws of New Jersey.

**THIRD:** That the Corporation owns all of the outstanding shares of Common Stock, par value \$.01 per share, of IMSA.

**FOURTH:** That the Corporation, by the following resolutions of its Board of Directors, duly adopted by a meeting of its members on June 15, 1998, determined to merge into itself IMSA (the "Merger"):

**RESOLVED**, that IMS America, Ltd., a New Jersey corporation ("IMSA") merge with and into the Corporation, pursuant to Section 253 of the DGCL as set forth in the Certificate of Ownership and Merger (the "Delaware Certificate of Merger") required to be filed with the Secretary of State of the State of Delaware and Sections 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act ("NJBCA") as set forth in the Certificate of Merger (the "New Jersey Certificate of Merger" and, together with the Delaware Certificate of Merger, the "IMSA Certificate of Merger") required to be filed with the Secretary of State of the State of New Jersey, with the Corporation surviving the merger and with all capital stock of IMSA being cancelled, all as set forth in an agreement of merger and subject to the approval of Cognizant as sole shareholder of the Corporation (the "IMSA Merger Agreement"); and be it further

**RESOLVED**, that the IMSA Merger Agreement and the IMSA Certificate of Merger and the transactions contemplated thereby, be, and hereby are, in all respects authorized and approved, and the

0100000002147000212000

officers of the Corporation be, and hereby are, authorized to execute and file on behalf of the Corporation the IMSA Merger Agreement and the IMSA Certificates of Merger in the form and with such terms and conditions as the officer or officers executing the IMSA Merger Agreement and the IMSA Certificates of Merger may deem necessary or appropriate;

**FIFTH:** The Merger shall be effective at 10:00 a.m., Eastern Daylight Time, June 30, 1998.

**SIXTH:** Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the date of filing this Certificate of Ownership and Merger with the Secretary of State.

~~CONFIDENTIAL~~

000000000000

