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10-26-98  
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COVER SHEET  
11-02-1998  
100866373

Docket No.:

To the Honorable Commissioner of Patents and Trademarks, U.S. Patent and Trademark Office, Washington, DC 20503. Enclosed original documents or copy thereof.

1. Name of conveying party(ies):  
**New York Care Plus Insurance Co., Inc.**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State New York  
 Other \_\_\_\_\_

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

Name: **HealthNow New York Inc.**  
Internal Address: \_\_\_\_\_  
Street Address: **1901 Main Street**  
City: **Buffalo** State: **NY** ZIP: **14208**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State New York  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: 6/24/98 (effective 9/2/98)

4. Application number(s) or registration numbers(s):  
A. Trademark Application No.(s)  
75/ 9116

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Anne F. Downey, Esq.  
Internal Address: Jaecle Fleischmann & Mugel, LLP  
800 Fleet Building  
Street Address: 12 Fountain Plaza  
City: Buffalo State: NY ZIP: 14202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ \$40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
If deficiency, charge 10-0223

10/30/1998 DNGUYEN 00000122 75439116  
01 FC:481 40.00 DP

DO NOT USE THIS SPACE

file OK

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.*

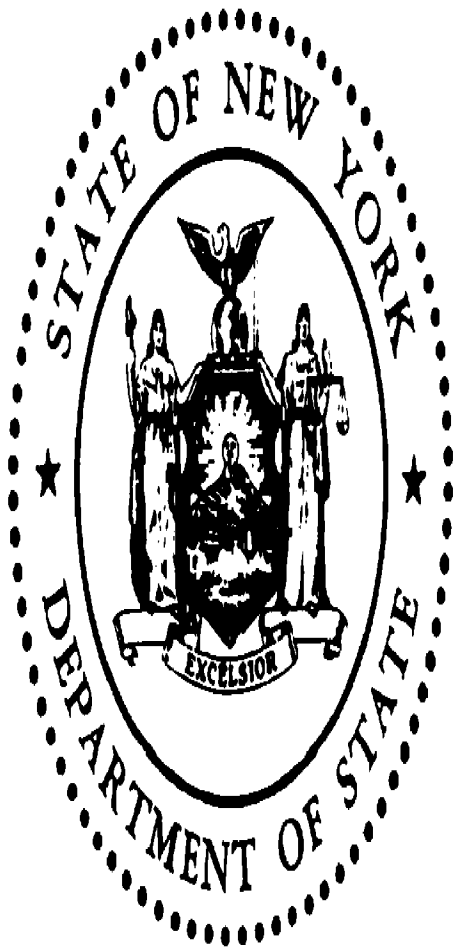
Anne F. Downey                      Anne F. Downey                      10-20-98  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 11

*State of New York* }  
*Department of State* } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

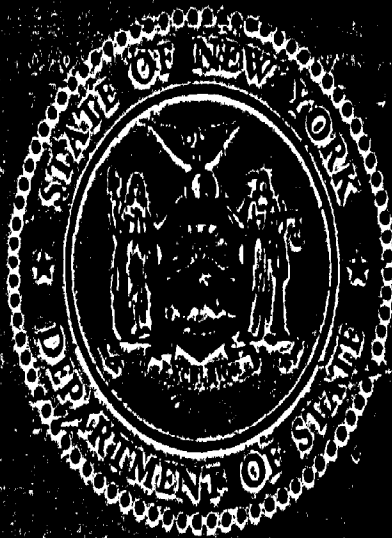
*Witness my hand and seal of the Department of State on* OCT 09 1998



A handwritten signature in black ink, appearing to read "J. Clark", written over a horizontal line.

*Special Deputy Secretary of State*

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F98090200040

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF

NEW YORK CARE PLUS INSURANCE CO., INC.

Under Section 803 of the  
Not-for-Profit Corporation Law

We, the undersigned, being respectively the President and Secretary of NEW YORK CARE PLUS INSURANCE CO., INC., do hereby certify as follows:

1. The name of the Corporation is NEW YORK CARE PLUS INSURANCE CO., INC.

2. The Corporation was formed by consolidation on May 24, 1978 under the name Blue Shield of Western New York, Inc. pursuant to the Not-for-Profit Corporation Law.

3. The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law, and is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

4. The name of the Corporation is hereby changed by amending the first article of the Corporation's Certificate of Incorporation to read in its entirety as follows:

FIRST: The name of the Corporation is  
HEALTHNOW NEW YORK INC.

5. The post office address to which the Secretary of State shall mail a copy of process against the Corporation served upon him is hereby changed by amending the seventh article of the

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Corporation's Certificate of Incorporation to read in its entirety as follows:

SEVENTH: The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

HealthNow New York Inc.  
1901 Main Street  
Buffalo, New York 14208

6. This amendment of the Corporation's Certificate of Incorporation was authorized by a resolution consented to in writing by the sole member of the Corporation.

7. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which Secretary of State shall mail a copy of any process against the Corporation served upon him is:

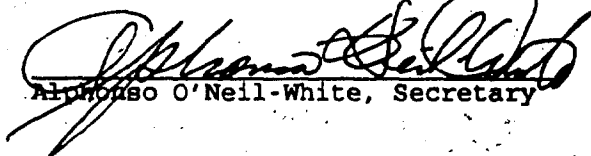
HealthNow New York Inc.  
1901 Main Street  
Buffalo, New York 14208

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IN WITNESS WHEREOF, the undersigned have executed this  
Certificate of Amendment and affirm that the statements made  
herein are true under penalty of perjury this 27<sup>th</sup> day of  
June, 1998.

  
Thomas P. Hartnett, President

  
Alphonso O'Neil-White, Secretary

313486

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**DOH** STATE OF NEW YORK  
DEPARTMENT OF HEALTH

Coming Tower The Governor Nelson A. Rockefeller Empire State Plaza Albany, New York 12237

Barbara A. DeBuono, M.D., M.P.H.  
Commissioner

Dennis P. Whalen  
Executive Deputy Commissioner

August 25, 1998

**RECEIVED**  
SEP - 1 1998  
ALPHONSO O'NEIL-WHITE  
SVP, GENERAL COUNSEL  
AND SECRETARY

Alphonso O'Neil-White  
Senior Vice President and  
General Counsel  
P.O. Box 80  
Buffalo, New York 14240-0080

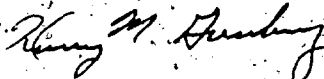
Re: New York Care Plus, Inc. Name Change to  
HEALTHNOW NEW YORK, INC.

Dear Mr. O'Neil-White:

Formal approval of the proposed Certificate of Amendment of the Certificate of Incorporation dated June 24, 1998, changing the name of New York Care Plus, Inc. to HEALTHNOW NEW YORK, INC. and modifying the corporate purposes is not required. However, should the corporation seek to operate or maintain a hospital or to provide hospital services as provided for in Public Health Law Article 28, Public Health Council approval will be required.

This letter and the enclosed Consent to Filing signed by Dennis P. Whalen, Executive Deputy Commissioner, should be presented to the Secretary of State when the Certificate of Amendment of the Certificate of Incorporation is submitted for filing. A copy of the Certificate of Amendment, with proof of filing with the Secretary of State, should be forwarded to Mr. Raymond Donnelly of the Office of Managed Care, and a revised Certificate of Authority will be issued.

Sincerely,



Henry M. Greenberg  
General Counsel

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STATE OF NEW YORK  
DEPARTMENT OF HEALTH

Corning Tower

The Governor Nelson A. Rockefeller Empire State Plaza

Albany, New York 12237

Barbara A. DeBuono, M.D., M.P.H.  
Commissioner of Health

Dennis P. Whalen  
Executive Deputy Commissioner

CONSENT

TO FILING A CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION

BY THE  
COMMISSIONER

I, DENNIS P. WHALEN, Executive Deputy Commissioner of Health of the State of New York, do this 19<sup>th</sup> day of September, 1998, consent to the filing with the Secretary of State the Certificate of Amendment of the Certificate of Incorporation of New York Care Plus, Inc., whereby the name of the corporation will be changed to be HEALTHNOW NEW YORK, INC., as executed on the 24th day of June, 1998, pursuant to Sections 404(c), 803(a) and 804(a)(i) of the Not-for-Profit Corporation Law, and Section 98.4 of Title 10 of the Official Compilation of Codes, Rules and Regulations of the State of New York.

DENNIS P. WHALEN  
Executive Deputy  
Commissioner of Health

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STATE OF NEW YORK  
INSURANCE DEPARTMENT  
AGENCY BUILDING ONE  
EMPIRE STATE PLAZA  
ALBANY, NY 12257

RECEIVED

JUL 13 1998

JAECKLE, FLEISCHMANN & MUGEL

July 10, 1998

File No. N98 0336A

Anne F. Downey, Esq.  
Jaeckle Fleischmann & Mugel, LLP  
Fleet Bank Building  
Twelve Fountain Plaza  
Buffalo, NY 14202-2292

RE: HealthNow New York Inc.

Dear Ms. Downey:

Pursuant to your request, the name "HealthNow New York Inc." is approved for use in the State of New York for a name change by New York Care Plus Insurance Co., Inc. This Department has no objection to an amendment of the Certificate of Incorporation of New York Care Plus Insurance Co., Inc. for the purpose of changing its name to "HealthNow New York Inc."

After the amendment has been filed with the Secretary of State, please submit an original copy of the Certificate of Amendment to this office.

Very truly yours,

*Nancy E. Schoep*

Nancy E. Schoep  
Associate Attorney  
Office of General Counsel  
Albany

NES:dh

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<http://www.ins.state.ny.us>

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CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION

OF

NEW YORK CARE PLUS INSURANCE CO., INC.

Under Section 803 of the  
Not-for-Profit Corporation Law

D.C.C. Eric

JAECKLE FLEISCHMANN & MUGEL, LLP  
ATTORNEYS AT LAW

FLEET BANK BUILDING TWELVE FOUNTAIN PLAZA  
BUFFALO, NEW YORK 14202-0292

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STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED SEP 02 1998  
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Eric  
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