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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  
Effective Date  
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)   
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  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.)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

02/09/1999 DCDATES 00000121 75408994

01 FC:481 40.00 OP  
02 FC:482 25.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

TRADEMARK  
REEL: 1852 FRAME: 0255

**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)**

**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

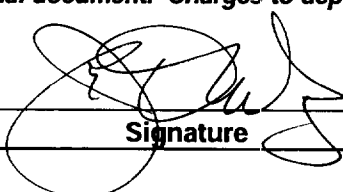
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)  
Deposit Account Number: #

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.

Joseph D. Wargo, Esq.  
Name of Person Signing



Signature

2/5/99  
Date Signed



# State of California

## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of   6   page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

*Bill Jones*

Secretary of State

ENDORSED  
FILEDIn the office of the Secretary of State  
of the State of California

DEC 31 1998

  
BILL JONES, Secretary of State

**AGREEMENT AND PLAN OF MERGER  
OF  
CONSORT TECHNOLOGIES, INC.,  
MEDAPHIS HEALTHCARE INFORMATION TECHNOLOGY COMPANY  
AND  
AUTOMATION ATWORK**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") made this 21<sup>st</sup> day of December, 1998, by and among CONSORT TECHNOLOGIES, INC., a Georgia corporation ("Consort"), MEDAPHIS HEALTHCARE INFORMATION TECHNOLOGY COMPANY, a Georgia corporation ("MHIT"), and AUTOMATION ATWORK, a California corporation ("Atwork");

W I T N E S S E T H:

**WHEREAS**, Consort, MHIT and Atwork are each wholly-owned subsidiaries of Medaphis Corporation, a Delaware corporation ("Medaphis"), and are corporations within Medaphis' Per-Sé Technologies business segment;

**WHEREAS**, Medaphis management desires to simplify Medaphis' subsidiary legal entity structure and reduce administrative expenses by merging Consort and MHIT with and into Atwork, with Atwork as the surviving corporation (the "Mergers");

**WHEREAS**, the laws of the State of Georgia permit the merger of Georgia corporations with and into a California corporation;

**WHEREAS**, the respective Boards of Directors of Consort, MHIT and Atwork each have approved this Agreement and the Mergers in accordance with the Georgia Business Corporation Code (the "GBCC") and the California General Corporation Law (the "CGCL"); and

**WHEREAS**, Medaphis, as the sole shareholder of each of Consort, MHIT and Atwork, has approved this Agreement and the Mergers in accordance with the GBCC and the CGCL.

**NOW, THEREFORE**, in consideration of the premises and of the mutual covenants and agreements set forth herein, the parties hereto agree as follows:

1. Mergers: Effective Time. In the Mergers, Consort and MHIT shall, pursuant to the provisions of the GBCC and the CGCL, be merged with and into Atwork, and the separate corporate existence of Consort and MHIT shall cease. Atwork shall be the surviving corporation in the Mergers (sometimes referred to hereinafter as the "surviving corporation") and shall continue to exist as said surviving corporation under the name "Per-Sé Technologies, Inc." pursuant to the provisions of the CGCL. The effective time of the Mergers (the "Effective Time") shall be 12:00 midnight on December 31, 1998.

2. Articles of Incorporation. Effective as of the Effective Time, the Articles of Incorporation of Atwork shall be amended by deleting Article I thereof in its entirety and substituting in lieu thereof the following:

"I

The name of the corporation is: Per-Sé Technologies, Inc."

The Articles of Incorporation of Atwork at the Effective Time shall, except as so amended, be the Articles of Incorporation of the surviving corporation and said Articles of Incorporation, as so amended, shall continue in full force and effect until amended in the manner prescribed by the provisions of the CGCL.

3. Bylaws. Effective as of the Effective Time, the Bylaws of Atwork shall be amended to reflect the name change of Atwork to Per-Sé Technologies, Inc., as provided above. The Bylaws of Atwork at the Effective Time shall, except as so amended, be the Bylaws of the surviving corporation and said Bylaws, as so amended, shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the CGCL.

4. Directors. The directors of Atwork in office at the Effective Time shall continue to hold their directorships until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the surviving corporation.

5. Officers. The officers of Atwork in office at the Effective Time shall continue to hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the surviving corporation.

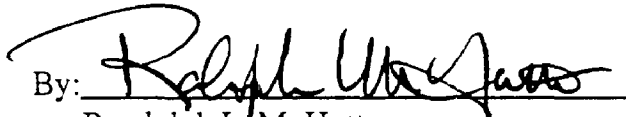
6. Capital Stock. Each issued share of Consort and of MHIT shall, at the Effective Time, be canceled and retired and all rights in respect thereof shall cease to exist, without any conversion thereof or payment of any consideration therefor. The issued shares of Atwork shall not be converted or exchanged in any manner, but each such share which is issued at the Effective Time shall continue to represent one issued share of the surviving corporation.

7. Required Filings. The parties hereto shall cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California and of the State of Georgia, and shall cause to be performed all necessary acts therein and elsewhere to effectuate the Mergers.

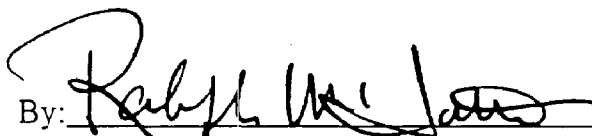
8. Tax Effect. The Mergers are intended to be tax-free reorganizations under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed, as of the date first above written.

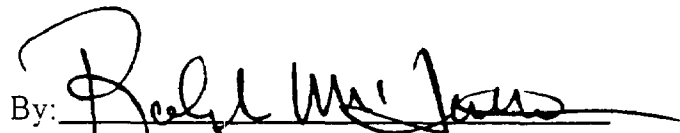
CONSORT TECHNOLOGIES, INC.

By:   
Randolph L. M. Hutto  
Executive Vice President, General Counsel  
and Secretary

MEDAPHIS HEALTHCARE INFORMATION  
TECHNOLOGY COMPANY

By:   
Randolph L. M. Hutto  
Executive Vice President, General Counsel  
and Secretary

AUTOMATION ATWORK

By:   
Randolph L. M. Hutto  
Executive Vice President, General Counsel  
and Secretary

**AUTOMATION ATWORK**

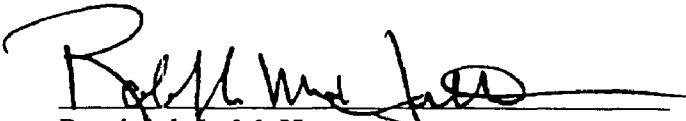
**CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER**

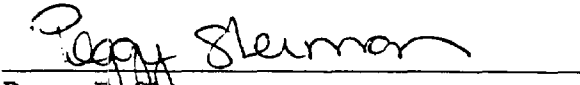
Randolph L. M. Hutto and Peggy B. Sherman certify that:

1. They are the Executive Vice President, General Counsel and Secretary, and the Vice President, Associate General Counsel and Assistant Secretary, respectively, of Automation Atwork, a California corporation.
2. The Agreement and Plan of Merger in the form attached hereto was duly approved by the Board of Directors of the corporation.
3. This corporation has only one class of shares and the total number of outstanding shares is 200.
4. The principal terms of the Agreement and Plan of Merger in the form attached hereto were duly approved by the corporation by a vote of a number of shares which equaled or exceeded the vote required.
5. The shareholder approval was by the holder of 100% of the outstanding capital stock entitled to vote.

Each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he or she signed the foregoing certificate in the official capacity set forth beneath his or her signature, and that the statements set forth in said certificate are true and correct of his or her own knowledge.

Signed on December 21, 1998

  
\_\_\_\_\_  
Randolph L. M. Hutto  
Executive Vice President, General Counsel  
and Secretary

  
\_\_\_\_\_  
Peggy B. Sherman  
Vice President, Associate General Counsel  
and Assistant Secretary

CONSORT TECHNOLOGIES, INC.

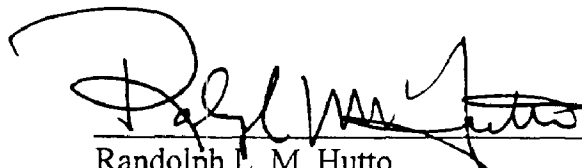
CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

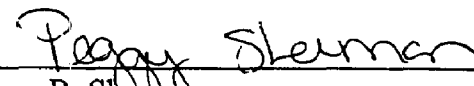
Randolph L. M. Hutto and Peggy B. Sherman certify that:

1. They are the Executive Vice President, General Counsel and Secretary, and the Vice President, Associate General Counsel and Assistant Secretary, respectively, of Consort Technologies, Inc., a Georgia corporation.
2. The Agreement and Plan of Merger in the form attached hereto was duly approved by the Board of Directors of the corporation.
3. This corporation has only one class of shares and the total number of outstanding shares is 100.
4. The principal terms of the Agreement and Plan of Merger in the form attached hereto were duly approved by the corporation by a vote of a number of shares which equaled or exceeded the vote required.
5. The shareholder approval was by the holder of 100% of the outstanding capital stock entitled to vote.

Each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he or she signed the foregoing certificate in the official capacity set forth beneath his or her signature, and that the statements set forth in said certificate are true and correct of his or her own knowledge.

Signed on December 21, 1998

  
\_\_\_\_\_  
Randolph L. M. Hutto  
Executive Vice President, General Counsel  
and Secretary

  
\_\_\_\_\_  
Peggy B. Sherman  
Vice President, Associate General Counsel  
and Assistant Secretary



MEDAPHIS HEALTHCARE INFORMATION TECHNOLOGY COMPANY

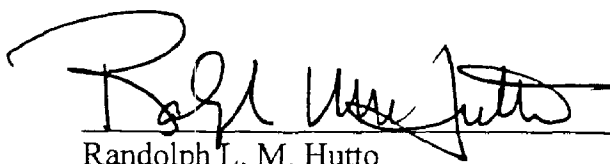
CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER


Randolph L. M. Hutto and Peggy B. Sherman certify that:

1. They are the Executive Vice President, General Counsel and Secretary, and the Vice President, Associate General Counsel and Assistant Secretary, respectively, of Medaphis Healthcare Information Technology Company, a Georgia corporation.
2. The Agreement and Plan of Merger in the form attached hereto was duly approved by the Board of Directors of the corporation.
3. This corporation has only one class of shares and the total number of outstanding shares is 100.
4. The principal terms of the Agreement and Plan of Merger in the form attached hereto were duly approved by the corporation by a vote of a number of shares which equaled or exceeded the vote required.
5. The shareholder approval was by the holder of 100% of the outstanding capital stock entitled to vote.

Each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he or she signed the foregoing certificate in the official capacity set forth beneath his or her signature, and that the statements set forth in said certificate are true and correct of his or her own knowledge.

Signed on December 21, 1998

  
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Randolph L. M. Hutto  
Executive Vice President, General Counsel  
and Secretary

  
\_\_\_\_\_  
Peggy B. Sherman  
Vice President, Associate General Counsel  
and Assistant Secretary

