

MJD 3/18/99

03-29-1999

Docket No.:

7341-23533



100995415

al documents or copy thereof.

Tab settings → → → ▼ RECEIVED
To the Honorable Commissioner of Patents and Trademark

1. Name of conveying party(ies) 1999 MAR 18 AM 8:56
Health Care Division, Inc.

OPR/FINANCE

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

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

3. Nature of conveyance:

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

Execution Date: 12/31/1998

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

Name: InfoCure Systems, Inc.

Internal Address: Suite 300

Street Address: 1765 The Exchange

City: Atlanta State: GA ZIP: 30339

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,501,182

Additional numbers Yes No

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

Name: Le Giap

Internal Address: Morris, Manning & Martin, L.L.P.

Suite 1600

Street Address: 3343 Peachtree Road NE

City: Atlanta State: GA ZIP: 30326

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:

03/26/1999 JSHABAZZ 00000162 1501182

DO NOT USE THIS SPACE

01 FC:481

(40.00 OP)

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.

Tammy M. Krieger

Name of Person Signing

Tammy M. Krieger
Signature

March 15, 1999

Date

Total number of pages including cover sheet, attachments, and

8

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983650473
CONTROL NUMBER: 9743839
EFFECTIVE DATE: 12/31/1998
REFERENCE : 0077
PRINT DATE : 12/31/1998
FORM NUMBER : 411

CSC

HEATHER K. KLINZING

100 PEACHTREE ST., STE. 660

ATLANTA GA 30303

CERTIFICATE OF MERGER

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

INFOCURE SYSTEMS, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

HEALTH CARE DIVISION, INC., A GEORGIA CORPORATION



Lewis A. Massey

LEWIS A. MASSEY
SECRETARY OF STATE

983650473

ARTICLES OF MERGER
OF
HEALTH CARE DIVISION, INC.
AND
INFOCURE SYSTEMS, INC.

I.

The names and states of incorporation of the merging corporations are **Health Care Division, Inc.**, a Georgia corporation ("HCD"), the merged corporation, and **InfoCure Systems, Inc.**, a Georgia corporation ("InfoCure"), the surviving corporation. The name of the surviving corporation shall be InfoCure Systems, Inc.

II.

The Agreement and Plan of Merger is attached hereto as Exhibit "A".

III.

The Merger was duly approved by the Board of Directors and the Sole Shareholder of HCD.

IV.

The Merger was duly approved by the Board of Directors and the Sole Shareholder of InfoCure.

V.

Pursuant to the Agreement and Plan of Merger, the Merger of HCD and InfoCure shall be effective at 11:59:59 p.m. local time in Atlanta, Georgia on December 31, 1998 (the "Effective Time").

VI.

From and after the Effective Time the Articles of Incorporation and By-laws of InfoCure shall remain the Articles of Incorporation and By-laws of the surviving corporation.

VII.

A request for publication of a notice of filing the Articles of Merger and payment therefor will be made as required by O.C.G.A. § 14-2-1105.1(b).

Executed this 29th day of December, 1998.

HEALTH CARE DIVISION, INC.

By: _____
Name: Frederick L. Fine
Title: President

Dec 31 10 40 AM '98

SECRETARY OF STATE

0448381.01

Exhibit A
**AGREEMENT AND PLAN OF MERGER
OF
HEALTH CARE DIVISION, INC.
AND
INFOCURE SYSTEMS, INC.**

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger"), is made and entered into as of December 31, 1998, by and between **Health Care Division, Inc.**, a Georgia corporation and a wholly-owned subsidiary of **InfoCure Corporation**, a Delaware corporation (hereinafter referred to as "Parent Corporation") and **InfoCure Systems, Inc.**, a Georgia corporation and a wholly-owned subsidiary of Parent Corporation, such corporations being sometimes hereinafter referred to collectively as the "Constituent Corporations" and individually as the "Constituent Corporation":

WITNESSETH:

WHEREAS, the Directors of the Constituent Corporation deem it advisable and for the benefit of the Constituent Corporation and their shareholders that Health Care Division, Inc. merge into and with InfoCure Systems, Inc. pursuant to the terms of this Plan of Merger and in accordance with the applicable laws of the State of Georgia.

WHEREAS, this Plan of Merger contemplates a tax-free forward triangular merger of Health Care Division, Inc. with and into InfoCure Systems, Inc. in a reorganization pursuant to Sections 368(a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements hereinafter contained, it is hereby agreed by and between the parties hereto, subject to the approval and adoption of this Plan of Merger by the Directors and shareholders of each of the Constituent Corporations that Health Care Division, Inc. (hereinafter sometimes referred to as the "Merged Corporation") be merged with and into InfoCure Systems, Inc., with InfoCure Systems, Inc. being the surviving corporation in such merger, in accordance with the applicable laws of the State of Georgia, that the name of the surviving corporation shall continue to be InfoCure Systems, Inc. (which in its capacity as surviving corporation is hereinafter sometimes referred to as the "Surviving Corporation"), and that the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect be as follows:

1.

Subsequent to the execution of this Plan of Merger, Health Care Division, Inc. and InfoCure Systems, Inc. shall each submit this Plan of Merger to their respective Boards of Directors for their approval and, upon such approval, Health Care Division, Inc. and InfoCure Systems, Inc. shall submit this Plan of Merger to their respective sole shareholder for their approval pursuant to the applicable provisions of the Georgia Business Corporation Code. Following the approval of the Plan of Merger by the Directors and shareholders of the

0448379.01

**TRADEMARK
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Constituent Corporations, the merger shall become effective (the "Effective Date") at 11:59:59 p.m., local time in Atlanta, Georgia on December 31, 1998. The Articles of Merger shall be filed in the manner required by the Georgia Business Corporation Code.

2.

The Articles of Incorporation of InfoCure Systems, Inc. shall on the Effective Date be the Articles of Incorporation of the Surviving Corporation.

3.

Until altered, amended or repealed, as therein provided, the Bylaws of InfoCure Systems, Inc. as in effect on the Effective Date shall be the Bylaws of the Surviving Corporation.

4.

The manner of converting or otherwise dealing with the shares of each of the Constituent Corporations is as follows:

- (a) Upon the Effective Date of the merger:
 - (i) All of the issued and outstanding shares of the common stock of Health Care Division, Inc. shall be automatically canceled, surrendered and terminated.
 - (ii) All of the issued and outstanding shares of the common stock of InfoCure Systems, Inc. shall continue to represent the same number of outstanding shares of the Surviving Corporation as represented immediately prior to the merger.
- (b) From and after the Effective Date, the holder of any of the shares to be canceled as above-provided shall surrender the same to the Surviving Corporation. Irrespective of whether so surrendered, however, each such outstanding certificate shall be deemed to be canceled and shall be of no further force or effect. No dividends payable on common stock of the Merged Corporation as of any date subsequent to the Effective Date shall be paid to the recordholders of such outstanding certificates, but upon the surrender of such outstanding certificate shall be paid to such holder any dividends theretofore declared but not paid with respect to such shares of Common stock of InfoCure Systems, Inc.

5.

Upon the Effective Date, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall possess all of the rights, privileges, immunities, powers and franchises, as well of a public nature as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, and all other choices in action, and all and every other interest of or belonging to or due to each

of such corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate or any interest therein vested in the Constituent Corporations shall not revert or be in any way impaired by reason of this merger; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of the Constituent Corporations; and any claim existing or action or proceeding, civil or criminal, pending by or against any of said Constituent Corporations may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place, and any judgment rendered against any of such corporations may thenceforth be enforced against the Surviving Corporation; and neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by such merger.

6.

Upon the merger becoming effective, the assets and liabilities of the Merged Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they are carried on the books of the Merged Corporation immediately prior to the merger; and the earned surplus of the Surviving Corporation shall be the combined earned surplus of the Merged Corporation and the Surviving Corporation and there shall be made such other appropriate entries consistent with generally accepted accounting principles as may be required.

7.

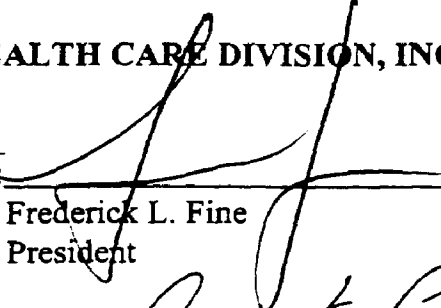
If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Merged Corporation, the proper officers and directors of the Merged Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan of Merger.

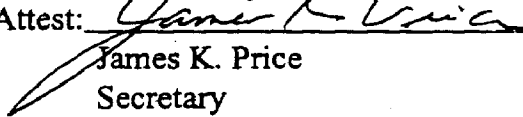
8.

This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original copy of this Agreement and all of which, when taken together, will be deemed to constitute one and the same agreement.

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Plan of Merger to be executed on their respective behalf's and their respective corporate seals affixed hereto, all on the day and year first above written.

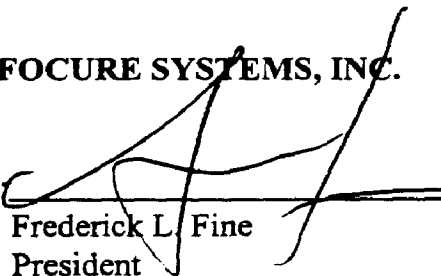
HEALTH CARE DIVISION, INC.

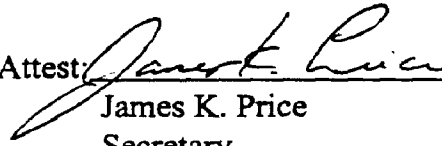
By: 
Frederick L. Fine
President

Attest: 
James K. Price
Secretary

[CORPORATE SEAL]

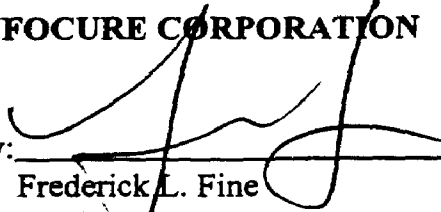
INFOCURE SYSTEMS, INC.

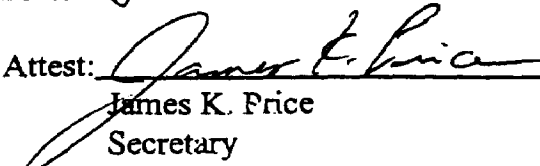
By: 
Frederick L. Fine
President

Attest: 
James K. Price
Secretary

[CORPORATE SEAL]

INFOCURE CORPORATION

By: 
Frederick L. Fine
President

Attest: 
James K. Price
Secretary

[CORPORATE SEAL]