

MRO  
4.12.99

04-21-1999



101015995

U.S. PATENT & TRADEMARK OFFICE MAIL REPT DT. #54

FORM PTO-1594  
1/31/92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

D

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

1. Name of conveying party(ies):  
Provider Solutions, Ltd. and Certitude, Inc.

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-Maryland and Delaware, respectively.  
 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: October 20, 1998

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

Name: Ingenix, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 12125 Technology Drive  
City: Eden Prairie State: MN ZIP: 55344

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State of 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
2,093,794

Additional numbers attached?       Yes       No

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

Name: Amy Bromberg Funk  
Internal Address: 4800 IDS Center  
80 South Eighth Street  
Minneapolis, Minnesota 55402-2100  
Street Address: 4800 IDS Center  
80 South Eighth Street  
City: Minneapolis State: MN 55402-2100

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: 16-0631  
(Attached duplicate copy of this page if paying by deposit account)

04/20/1999 DNGUYEN 00000170 2093794  
01 FC:481      40.00 DP

DO NOT USE THIS SPACE

TRADEMARK  
REEL: 001885 FRAME: 0632  
REEL: 1885 FRAME: 0632

*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:

"PROVIDER SOLUTIONS, LTD.", A MARYLAND CORPORATION, WITH AND INTO "CERTITUDE, INC." UNDER THE NAME OF "CERTITUDE, INC.", 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 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2707986 8100M

981257301

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

\_\_\_\_\_  
 Edward J. Freel, Secretary of State

AUTHENTICATION:

9175530

DATE:

**TRADEMARKS**  
REEL: 001885 FRAME: 0633  
**REEL: 1885 FRAME: 0633**

## CERTIFICATE OF OWNERSHIP AND MERGER

CERTIFICATE OF OWNERSHIP AND MERGER ("Articles of Merger") dated this 23<sup>rd</sup> day of June, 1998, pursuant to Section 253 of the General Corporation Law of Delaware and Sections 3-105 and 3-106 of the General Corporation Law of Maryland between Certitude, Inc. ("Certitude"), a Delaware corporation, and Provider Solutions, Ltd. ("PSL"), a Maryland corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation as hereinafter specified; and

NOW THEREFORE, the corporations, parties to these Articles of Merger, in consideration of the mutual covenants, agreements, and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

FIRST, PSL hereby agrees to be merged into its parent, Certitude, and Certitude hereby agrees to the merger of its subsidiary, PSL, into it with Certitude as the surviving corporation.

SECOND, The name and place of incorporation of the merging parties are:

<u>Name</u>	<u>State of Incorporation</u>
Provider Solutions, Ltd.	Maryland
Certitude, Inc.	Delaware

THIRD, Certitude was first incorporated on January 31, 1997 under the General Corporation Law of the State of Delaware. Certitude is qualified to do business in the State of Maryland. PSL was first incorporated on April 21, 1994 under the General Corporation Law of Maryland.

FOURTH, the principal place of business of PSL in the State of Maryland is at 6300 Security Boulevard in the Independent City of Baltimore and the registered office of PSL in the State of Maryland is located at 34 Market Place, Suite 801 in the Independent City of Baltimore and the name of its registered agent at such address is Robert C. Turner. Certitude does not have an office in the State of Maryland. The registered office of Certitude in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company. Neither PSL nor Certitude own any interest in land in Maryland.

FIFTH, Certitude owns 100% of the outstanding shares of each class of the stock of PSL, so approval of the shareholders is not required by Section 253 of the General Corporation Law of Delaware or Section 3-106 of the General Corporation Law of Maryland, as set forth below:

<u>Corporation</u>	<u>Number of Shares Issued</u>	<u>Number of Shares Authorized</u>	<u>Par Value</u>
PSL	628,266 Common 9,390 Preferred	5,000,000 Common 100,000 Preferred	\$ .01 \$ .01
Certitude	100 Common	1,000 Common	\$ .01

SIXTH, the terms and conditions of the transactions set forth in these Articles of Merger were advised, authorized, and approved by the Boards of Directors of both PSL and Certitude in the manner and by the vote required by their respective Articles of Incorporation and the laws of their states of domicile on the 22<sup>nd</sup> day of June, 1998.

SEVENTH, the manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) PSL has outstanding 628,266 shares of Common Stock, par value \$ .01, and 100,000 shares of Preferred Stock, par value \$ .01, and all outstanding shares are owned by Certitude. On the effective date of this Merger, the shares will not be converted into shares of the surviving corporation, but instead they shall be canceled (along with the certificates representing the same) and all rights in respect thereof shall thereupon cease to exist.

(b) Certitude has outstanding 100 shares of Common Stock, par value \$.01, all of which are owned by United HealthCare Corporation ("UHC"). On the effective date of this Merger, the 100 shares of Common Stock, par value \$.01, will continue to be owned by UHC and be the shares of the surviving corporation.

EIGHTH, the Articles of Incorporation of Certitude, which is the surviving corporation, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

NINTH, the terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

(c) The merger shall become effective on July 1, 1998.

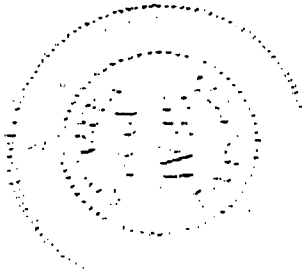
(d) The merger shall be a liquidation pursuant to Section 332 of the Internal Revenue Code.

(e) Upon the merger becoming effective, all the property, rights, goodwill, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instructs and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

TENTH, that the executed Agreement and Plan of Merger is on file at the office of the shareholder of the surviving corporation, United HealthCare Corporation, 9900 Bren Road East, Minnetonka, Minnesota 55343.

ELEVENTH, that a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, upon request and without costs, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and that fact having been attested to on said Articles of Merger by an officer of each corporate party thereto, have caused this Agreement to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporation, on the date set forth above.



PROVIDER SOLUTIONS, LTD.

CORPORATE SEAL

By: Kevin H. Roché  
Kevin H. Roché  
President and Chief Executive Officer

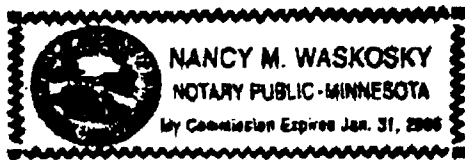
Attested by: Brigid M. Spicola  
Brigid M. Spicola, Secretary

STATE OF MINNESOTA  
COUNTY OF HENNEPIN

CERTIFICATION

Personally appeared before me Kevin H. Roché by me known personally and known to be the President and Chief Executive Officer of Provider Solutions, Ltd. who executed on behalf of said corporation the foregoing Articles of Merger, of which this Certificate is made a part, and being duly sworn under oath, acknowledged in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

By: Nancy M. Waskosky  
Notary Public



CERTITUDE, INC.

CORPORATE SEAL

THIS CORPORATION HAS NO SEAL

By: Kevin H. Roché  
Kevin H. Roché  
President and Chief Executive Officer

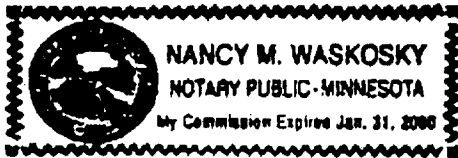
Attested by: Brigid M. Spicola  
Brigid M. Spicola, Secretary

STATE OF MINNESOTA  
COUNTY OF HENNEPIN

CERTIFICATION

Personally appeared before me Kevin H. Roché by me known personally and known to be the President and Chief Executive Officer of Certitude, Inc. who executed on behalf of said corporation the foregoing Articles of Merger, of which this Certificate is made a part, and being duly sworn under oath, acknowledged in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

By: Nancy M. Waskosky  
Notary Public



*Orig in Registry, Inc.*  
*Min let*  
PAGE 1

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 MERGER, WHICH MERGES:

"CERTITUDE, INC.", A DELAWARE CORPORATION,

"NEXUS HEALTHCARE INFORMATION CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "INGENIX, INC." UNDER THE NAME OF "INGENIX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF OCTOBER, A.D. 1998, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF OCTOBER, A.D. 1998.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2354876 8100M

AUTHENTICATION: 9362494

981403637

DATE: 10-20-98

TRADEMARK  
REEL: 001885 FRAME: 0639  
REEL: 1885 FRAME: 0639



CERTIFICATE OF MERGER

OF

NEXUS HEALTHCARE INFORMATION CORPORATION

AND

CERTITUDE, INC.

INTO

INGENIX, INC.

\* \* \* \* \*

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
NexUS Healthcare Information Corporation	Delaware
Certitude, Inc.	Delaware
Ingenix, Inc.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Ingenix, Inc.

FOURTH: That the Certificate of Incorporation of Ingenix, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That a copy of the Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is: 9900 Bren Road East, Minnetonka, Minnesota 55343.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective on October 30, 1998.

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of May 1, 1998, is made and entered into by and among UNITED HEALTHCARE CORPORATION, a Minnesota corporation ("UHC"), APPLIED HEALTHCARE INFORMATICS, INC., a Minnesota corporation ("AHI"), VEGA ACQUISITION, LLC, a Delaware limited liability company and a subsidiary of AHI ("Sub"), and INSITE CLINICAL TRIALS, L.L.C., a Delaware limited liability company (the "Company"). Capitalized terms used and not otherwise defined in this Agreement have the meanings set forth in Article XI of this Agreement:

WHEREAS, the respective Boards of Directors or Managers of AHI, Sub and the Company have determined that it is advisable and in the best interests of their respective corporation or limited liability company and their stockholders or members that Sub be merged with and into the Company (the "Merger") as described in Article I of this Agreement and that the Company will be the surviving entity and will become a majority-owned subsidiary of AHI; and

WHEREAS, as a result of the Merger, all of the Units (as defined in Section 2.01(a)) other than Series A Units will be converted into the right to receive the consideration described in Section 2.01 on the terms and subject to the conditions set forth in this Agreement; and

WHEREAS, immediately prior to the Merger, the parties intend for the Company to be recapitalized as set forth in Article I of the Agreement (the "Recapitalization"), which Recapitalization will be a condition to closing the Merger; and

WHEREAS, it is contemplated by the parties that, concurrently with the Closing (as defined in Section 1.08) of the Merger, InSite Preferred Holdings, Inc., a Delaware corporation ("IPH"); will merge with a subsidiary of UHC, the parent company of AHI, pursuant to an Agreement and Plan of Merger dated concurrently herewith (the "IPH Agreement"), whereby IPH will become a subsidiary of UHC, and which merger will be a condition to closing this Merger; and

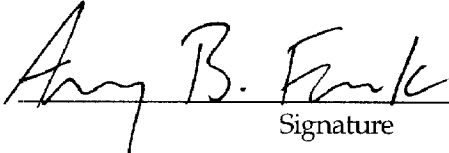
WHEREAS, it is contemplated by the parties that BBI Marketing Services, Inc., a Delaware corporation and the predecessor parent company of the Company ("BBI"), will enter into an indemnification agreement for the benefit of UHC and AHI, which agreement will be a condition to closing the Merger; and

WHEREAS, UHC, AHI, Sub and the Company desire to make certain representations, warranties, covenants, and agreements in connection with, and establish various conditions precedent to, the Merger.

Final

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.

Amy Bromberg Funk		4/8/99
Name of Person Signing	Signature	Date

Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (exp. 4/94)

-----  
**Do not detach this portion**  
-----

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

**Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202-3513**

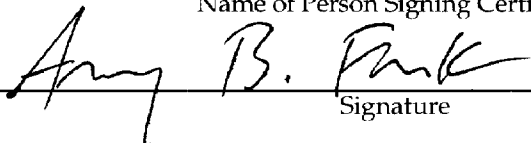
Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

CERTIFICATE OF MAILING

I hereby certify that this document is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513.

\_\_\_\_\_  
April 8, 1999  
Date of Deposit

\_\_\_\_\_  
Amy Bromberg Funk  
Name of Person Signing Certificate

  
\_\_\_\_\_  
Signature