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FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS
Box Assignment
Washington, DC 20231
Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): IMS AMERICA, LTD</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of New Jersey <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>IMS HEALTH INCORPORATED</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>960 Harvest Drive</u></p> <p>City <u>Blue Bell</u> State <u>Pennsylvania</u> ZIP <u>19422</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State of <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>June 30, 1998</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s): _____</p> <p>B. Trademark registration No.: <u>1,805,520</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>PENNIE & EDMONDS LLP 1667 K Street, N.W. Washington, D.C. 20006</p> <p>Attn.: <u>James A. DeFelice</u></p> <p>File No.: <u>8746-0049-999</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41):..... \$ <u>40.00</u></p> <p>Please charge to the deposit account listed in Section 8, as well as any other fees which may be due.</p> <p>8. Deposit account number: <u>16-1150</u></p>

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 May 17, 1999
Name of Person Signing Reg. No. Signature Date

Total number of pages comprising cover sheet: 5

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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

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AUTHENTICATION:

9190080

DATE:

07-10-98

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

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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.

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IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Kenneth Siegel, its Senior Vice President, General Counsel and Secretary and attested by Robin Nance on June 30, 1998.

IMS HEALTH INCORPORATED

By:

Name: Kenneth S. Siegel

Title: Sr. v.p. Gen Counsel - SEC

Attest:

By:

Name: Robin J. Nance

Title: ASST. SEC.

** TOTAL PAGE.013 **