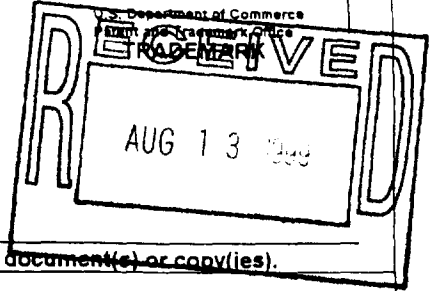


08-18-1999

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



101120789



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
- Change of Name
- Other

Effective Date  
Month Day Year  
3 31 99

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year  
3 31 99

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
- Corporation  Association
- Other

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.)

Citizenship/State of Incorporation/Organization

08/18/1999 MTHA11 00000001 1787906

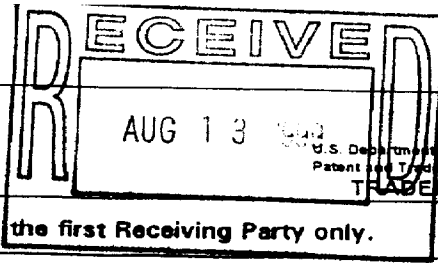
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40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231



**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name Ellen G. Ray  
Address (line 1) HBO & Company  
Address (line 2)   
Address (line 3) 5995 Windward Parkway  
Address (line 4) Alpharetta, Georgia 30005

**Correspondent Name and Address**

Area Code and Telephone Number (404) 581-8275

Name Sidney R. Brown  
Address (line 1) Jones, Day, Reavis & Pogue  
Address (line 2) 303 Peachtree Street, N.E.  
Address (line 3) Suite 3500  
Address (line 4) Atlanta, Georgia 30308

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

# 3

**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)		
<u></u>	<u></u>	<u></u>	<u>1,787,906</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>	<u></u>	<u></u>

**Number of Properties**

Enter the total number of properties involved.

# 1

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

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.

Sidney R. Brown

Name of Person Signing

Sidney R. Brown

Signature

8-13-99

Date Signed

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:

"HBO & COMPANY OF GEORGIA", A DELAWARE CORPORATION, WITH AND INTO "HBO & COMPANY" UNDER THE NAME OF "HBO & COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 1999, AT 4 O'CLOCK P.M.

0807161 8100M  
991326950



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

---

Edward J. Freel, Secretary of State

AUTHENTICATION: 9908958  
DATE: 08-06-99

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
HBO & Company of Georgia, a Delaware corporation  
INTO  
HBO & Company, a Delaware corporation**

HBO & Company, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), pursuant to Section 253(a) of the General Corporation Law of the State of Delaware, on this 31st day of March, 1999, DOES HEREBY CERTIFY that:

FIRST: The Corporation is a business corporation of the State of Delaware.

SECOND: The Corporation owns one hundred percent (100%) of the outstanding shares of common stock (the only class of outstanding stock) of HBO & Company of Georgia, a Delaware corporation.

THIRD: The Board of Directors of the Corporation, by resolutions duly adopted as of the 31<sup>st</sup> day of March, 1999, has voted to effect a merger pursuant to Section 253 of the Delaware General Corporation law merging HBO & Company of Georgia with and into the Corporation (the "Merger"). A true and correct copy of such resolutions is annexed hereto as Exhibit A and incorporated herein by this reference. Said resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: The Merger shall become effective at 4:00 p.m., Delaware time, on March 31, 1999.

IN WITNESS WHEREOF, HBO & Company has caused this Certificate to be signed and attested by its duly authorized officers as of the day and year above written.

HBO & COMPANY  
(a Delaware corporation)

By: Albert J. Bergonzi  
Title: pres  
Albert J. Bergonzi  
President

Attest: Jay M. Levine  
Title: Jay M. Levine  
Sr. Vice President, General Counsel  
and Secretary

**EXHIBIT A**

**Resolutions Adopted by Written Consent  
in Lieu of a Meeting by the Board of  
Directors of HBO & Company  
as of March 31, 1999**

Pursuant to Section 141(f) of the General Corporation Law of Delaware, the undersigned, being the Board of Directors of HBO & Company (the "Corporation"), do hereby consent to and adopt the following resolutions, which actions shall have the same force and effect as if taken by unanimous affirmative vote at a meeting of the Board of Directors of the Corporation duly called and held.

WHEREAS, it is in the best interest of the Corporation to merge HBO & Company of Georgia, a Delaware corporation, which is a wholly-owned subsidiary of the Corporation, with and into the Corporation (the "Merger");

NOW, THEREFORE, BE IT RESOLVED that HBO & Company of Georgia be merged into this Corporation, which shall assume all rights, liabilities and obligations of HBO & Company of Georgia, effective upon filing with and acceptance by the Secretary of State of Delaware of a duly executed Certificate of Ownership and Merger,

FURTHER RESOLVED, that in connection with effecting the Merger, any and all officers of the Corporation (the "Authorized Officers") be and hereby are, or each Authorized Officer is, severally authorized, empowered and directed to take such actions on behalf of the Corporation, as the sole shareholder of HBO & Company of Georgia, as such officer or officers deem necessary, advisable or appropriate in furtherance of the Merger, and

FURTHER RESOLVED, that the Authorized Officers be and hereby are severally authorized, empowered and directed to prepare and execute a Certificate of Ownership and Merger, in the manner and form required by the Delaware General Corporation Law, to file said Certificate with the office of the Secretary of State of Delaware, and to prepare and execute all other documents and to take all such other actions which are in such officers' discretion deemed necessary to carry into effect the full intent and purpose of the resolutions heretofore adopted with respect to the Merger.

JONES, DAY, REAVIS & POGUE

BRUSSELS    LOS ANGELES  
CHICAGO     NEW DELHI  
CLEVELAND   NEW YORK  
COLUMBUS    PARIS  
DALLAS      PITTSBURGH  
FRANKFURT   RIYADH  
GENEVA      TAIPEI  
HONG KONG   TOKYO  
IRVINE       WASHINGTON  
LONDON

3500 SUNTRUST PLAZA  
303 PEACHTREE STREET  
ATLANTA, GEORGIA 30308-3242

TELEPHONE: 404-521-3939  
FACSIMILE: 404-581-8330  
WRITER'S DIRECT NUMBER:

(404) 581-8542

3827:ccd  
700893-050028

August 13, 1999

VIA EXPRESS MAIL  
LABEL NO. EL286193915US

Box Assignments  
Commissioner of Patents and Trademarks  
Washington, D.C. 20231

**Re: Merger re: HBO & Company of Georgia  
and HBO & Company**

Gentlemen:

Please find enclosed for recording the following:

1. Trademark Cover Sheet;
2. Certified copy of the Certificate of Merger, which merges HBO & Company of Georgia with and into HBO & Company;
3. One check in the amount of \$40.00 in payment of the recordation fee for the trademark application referenced on the Trademark Cover Sheet; and
4. One self-addressed postal card to be date-stamped by your office.

Please return evidence of the recording to the undersigned at the above address.

If you have any questions or comments regarding this matter, please contact the undersigned at the above number.

Box Assignments  
Commissioner of Patents and Trademarks  
August 13, 1999  
Page 2

Thank you for your assistance.

Very truly yours,




Camille Caine Duerr  
Legal Assistant

Enclosures


cc: Sidney R. Brown, Esq.

I certify that this correspondence is being deposited with the United States Postal Service by Express Mail Post Office to Addressee, No. EL286193915US. In an envelope addressed to Box Assignments, Commissioner of Patents and Trademarks, Washington, D.C. 20231, on August 13, 1999.

By:   
Camille Caine Duerr



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By:   
Camille Caine Duerr