

TM-1651i US 10.12.99

10-13-1999



101167686

To the Honorable Commissioner of Patents and Trademark

copy thereof

1. Name of conveying party(ies): IMNLLC

- Individual(s)
- Association
- General Partnership
- Limited Partnership

Corporation-State

X Other A Texas Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

Name: IMN Corp.

Internal Address:

Street Address: 511 East John Carpenter Freeway, Suite 500

City Irving State TX ZIP 75062

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Arkansas

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

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- X Other Articles of Conversion

Execution Date: September 2, 1998

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

A. Trademark Application No.(s) 75/429918

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Alexandra J. Horne

Internal Address: SKJERVEN, MORRILL, MacPHERSON,

FRANKLIN & FRIEL LLP

Street Address: 25 METRO DRIVE, SUITE 700

City SAN JOSE State CA ZIP 95110

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: 19-2386

(Attach duplicate copy of this page if paying by deposit account)

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.

Alexandra J. Horne
Name of Person Signing

Alexandra J. Horne
Signature

October 8, 1999
Date

Total number of pages comprising cover sheet: 1

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

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

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

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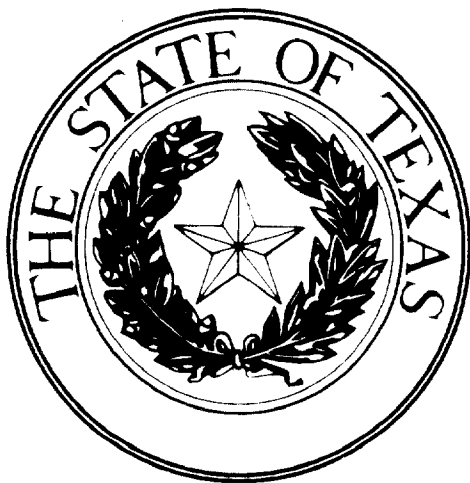
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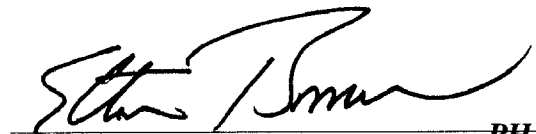
The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the Articles of Conversion filed in this office converting IMNLLC, a TEXAS limited liability company, into IMN CORP., an ARKANSAS corporation, for which a Certificate of Conversion was issued on SEPTEMBER 3, 1998.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on September 28, 1999.



Elton Bomer
Secretary of State

PH

TRADEMARK
REEL: 001973 FRAME: 0557

**ARTICLES OF CONVERSION
OF
IMNLLC**

FILED
in the Office of the
Secretary of State of Texas

SEP 03 1998

Corporations Section

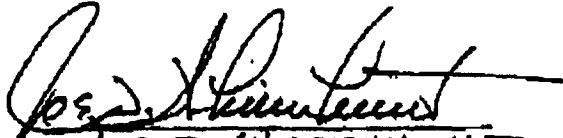
Pursuant to Article 10.09 of the Texas Limited Liability Company Act, IMNLLC, a Texas Limited Liability Company, hereby certifies that:

- FIRST.** The name of the converting entity is IMNLLC, a Texas Limited Liability Company organized on December 20, 1994. The converted entity shall be IMN Corp., an Arkansas Corporation.
- SECOND.** A Plan of Conversion, a copy of which is attached hereto as Exhibit "A" and is incorporated by reference herein, has been submitted to the members of IMNLLC, and such plan has been approved, adopted, certified, executed and acknowledged by the members on August 31, 1998 in accordance with the requirements of the Texas Limited Liability Company Act.
- THIRD.** The plan of conversion is on file at the principal place of business of IMNLLC, located at 511 East John Carpenter Freeway, Suite 500, Irving, Texas 75062. An executed copy of the Plan of Conversion will be on file at the principal office address of IMN Corp., located at 511 East John Carpenter Freeway, Suite 500, Irving, Texas 75062.
- FOURTH.** Upon written request, a copy of the Plan of Conversion will be furnished to any member of IMNLLC or shareholder of IMN Corp. without cost.
- FIFTH.** IMN Corp., the converted entity, shall be responsible for the payment of all such fees and franchise taxes of IMNLLC, the converting entity, and shall be obligated to pay such fees and franchise taxes if the same are not timely paid.
- SIXTH.** The approval of the Plan of Conversion by the members of IMNLLC was duly authorized by all action required by the laws of the State of Texas, the state in which the converting entity was organized, and its constituent documents, namely its Articles of Organization and Amended and Restated Regulations.
- SEVENTH.** Upon the effective date of conversion, IMNLLC, a Texas Limited Liability Company, shall be converted to IMN Corp., a corporation duly organized under the laws of the State of Arkansas.

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IN WITNESS WHEREOF, IMNLLC has caused these Articles of Conversion to be signed
this 2nd day of September, 1998.

IMNLLC

By: 
Name: JOE D. WISENHUNT
Title: Ch. of Bd.

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TOTAL P.03

PLAN OF CONVERSION OF IMNLLC

Pursuant to Article 10.08 of the Texas Limited Liability Company Act, IMNLLC, a limited liability company duly organized under Texas law, does offer the following Plan of Conversion to its members for approval and adoption:

1. The name of the converting entity is IMNLLC. The name of the converted entity is IMN Corp.
2. The converting entity, IMNLLC, a limited liability company duly authorized under the laws of the State of Texas, is continuing its existence in the organizational form of the converted entity, IMN Corp.
3. IMN Corp. is to be a corporation duly authorized and organized pursuant to the laws of the State of Arkansas.
4. Upon the effective date of conversion, each Class A Voting Transferable Unit of IMNLLC shall be converted into one share of Class A Voting Transferable Common Stock of IMN Corp.; each Class B Voting Non-Transferable Unit of IMNLLC shall be converted into one share of Class B Voting Non-Transferable Common Stock of IMN Corp; each Class C Non-Voting Non-Transferable Unit of IMNLLC shall be converted into one share of Class C Non-Voting Non-Transferable Common Stock of IMN Corp; and each option to purchase Class C Non-Voting Non-Transferable Units of IMNLLC shall be converted into an option to purchase an equal number of shares of Class C Non-Voting Non-Transferable Common Stock of IMN Corp.

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5. IMN Corp. is to be formed pursuant the Articles of Incorporation of IMN Corp., attached hereto as Exhibit "A" and hereby incorporated into this Plan of Conversion.
6. The proposed conversion is permitted by and not inconsistent with the laws of the State of Arkansas and the laws of the State of Texas.
7. Upon effectiveness of the conversion, each member of IMNLLC will become a stockholder in IMN Corp.
8. No member of IMNLLC will, as a result of the conversion, become personally liable for the liabilities or obligations of IMN Corp.

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FORM OF ARTICLES OF INCORPORATION
OF
IMN CORP.

The undersigned, desiring to form a corporation pursuant to the provisions of the Arkansas Business Corporation Act of 1987 and any acts amendatory thereof and supplemental thereto (the "Act"), hereby signs the following Articles and certifies that:

FIRST: Name. The name of the corporation (hereinafter referred to as the "Corporation") is: **IMN CORP.**

SECOND: Registered Office and Agent. The address of the initial registered office of the Corporation and the name of its initial registered agent at such address are as follows:

<u>Registered Agent</u>	<u>Registered Office</u>
H. Watt Gregory, III	111 Center Street, Suite 1900 Little Rock, Arkansas 72201

THIRD: Incorporator. The name and address of the incorporator is:

<u>Incorporator</u>	<u>Address</u>
H. Watt Gregory, III	111 Center Street, Suite 1900 Little Rock, Arkansas 72201

FOURTH: Purpose. The nature of the business and the objects and purposes to be transacted, promoted and carried on by the Corporation are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, namely:

- (a) to engage in the design, development and licensing of computer software information management tools supporting the clinical, administrative and financial operations of healthcare related enterprises;
- (b) conduct any other business enterprise not contrary to law;
- (c) to do all things necessary, desirable or expedient for the accomplishment of any purpose or for the attainment of any one or more objects which at any time shall appear conducive to or expedient for the protection or benefit of the Corporation;
- (d) to exercise all of the powers enumerated in Section 4-27-302 of the Act.

FIFTH: **Authorized Shares.** The Corporation is authorized to issue 5,000,000 shares of Common Stock in three (3) classes. The number and respective rights and preferences of each class of Common Stock are as follows:

- (a) **Class A Voting Transferable Common Stock.** There is hereby authorized 3,150,000 shares of Class A Voting Transferable Common Stock, par value \$0.01 per share ("Class A Stock"). Each share of Class A Stock shall entitle the shareholder owning such share to one vote on all matters upon which the shareholders may vote under these Articles, the bylaws of the Corporation, or the Act. Subject to any provisions in these Articles, the bylaws of the Corporation of the Act, Class A Stock shall be freely transferable.
- (b) **Class B Voting Non-Transferable Stock.** There is hereby authorized 1,350,000 shares of Class B Voting Non-Transferable Common Stock, par value \$0.01 per share ("Class B Stock"). Each share of

Class B Stock shall entitle the shareholder owning such share to one vote on all matters upon which the shareholders may vote under these Articles, the bylaws of the Corporation, or the Act. Subject to any provisions in these Articles, the bylaws of the Corporation or the Act, Class B stock shall not be transferred without the unanimous consent of all holders of Class A and Class B Stock, which consent may be withheld by the shareholders in their sole and absolute discretion.

- (c) Class C Non-Voting, Non-Transferable Stock. There is hereby authorized 500,000 shares of Class C Non-Voting Non-Transferable Common Stock, par value \$0.01 per share ("Class C Stock"). The holders of Class C stock shall not be entitled to vote on any matters, except as otherwise expressly provided by these Articles, the bylaws of the Corporation, or the Act. Subject to any provisions in these Articles, the bylaws of the Corporation of the Act, Class C stock may not be transferred.

SIXTH: Directors.

- (a) Management. The internal affairs of the corporation shall be managed by a Board of Directors, which Board shall have the power to make, adopt, alter, amend or repeal the bylaws of the Corporation, but the shareholders may make additional bylaws and may alter or repeal any bylaw whether adopted by them or otherwise.
- (b) Number. The number of directors constituting the initial Board of

Directors shall be four (4), who will serve in such capacity until the first annual meeting of the shareholders or until their successors shall be duly elected and qualified. Thereafter, the number of persons who shall constitute the Board of Directors may be changed from time to time in accordance with the bylaws of the Corporation.

- (c) No Personal Liability for Directors. To the fullest extent permitted by the Act, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

SEVENTH: Indemnification. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action or suit by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation, if, as and to the fullest extent authorized by the laws of the State of Arkansas, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with the defense or settlement of such action, suit, investigation or proceeding. Expenses

incurred by a director, officer, employee or agent in defending any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation under these Articles of Incorporation, the bylaws of the Corporation, any lawful agreement, vote of shareholders or disinterested directors, or as otherwise provided by the laws of the State of Arkansas. The indemnification expressly provided by statute in a specific case shall not be deemed exclusive of any other right or remedy to which any person indemnified may be entitled under any lawful agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

DATED this __ day of _____, 199_.

H. Watt Gregory, III
Incorporator