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

101203569

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

1. Name of conveying party(ies):
 United Health of Wisconsin Insurance Company, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Wisconsin
 Other _____

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

2. Name and address of receiving party(ies):
 Name: Touchpoint Health Plan, Inc.
 Street Address: 5 Innovation Court
P O Box 8025
 City: Appleton State: WI Zip: 54913-8025

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporate-State: Wisconsin
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations 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
 Other _____

Execution Date: May 13, 1999

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75/689,301

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: Bennett J. Berson
 Internal Address: Quarles & Brady
 Street Address: P O Box 2113
 City: Madison State: WI Zip: 53701-2113

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: 17-0055

11/19/1999 DNGUYEN 00000044 170055 75689301
 01 FC:481 (40.00 CH)

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.

Bennett J. Berson [Signature] November 2, 1999
 Name of person signing Signature Date

Total number of pages including cover sheet, attachments and document: 6

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

UNITED HEALTH OF WISCONSIN INSURANCE COMPANY, INC.

BOARD OF DIRECTORS RESOLUTION

May 13, 1999

WHEREAS, the Corporation has decided to change its name; and

WHEREAS, the effective date of the Corporation's name change should be delayed until its current policy forms may be approved and ready for use with the new name;

NOW, THEREFORE, BE IT RESOLVED that the board recommends that the shareholder amend Article I of the Corporation's Articles of Incorporation to read:

Article I. Name

The name of the corporation is Touchpoint Health Plan, Inc.

BE IT FURTHER RESOLVED that the foregoing amendment shall take effect, taking into account any regulatory review process, on August 2, 1999, or at such later date as the President of the Corporation may designate. The President is authorized to take such further action and to execute and complete such documents (including the Articles of Amendment) as are necessary to carry out this Resolution.

Certificate

The undersigned certifies that he is the duly elected and acting secretary of the Corporation; that the resolution set forth above was duly adopted by the Board of Directors of the Corporation at a meeting held on May 13, 1999; and that the resolution has not been rescinded or modified and remains in full force and effect.

UNITED HEALTH OF WISCONSIN
INSURANCE COMPANY, INC.

By: Curtis C. Bally
Title: Secretary

UNITED HEALTH OF WISCONSIN INSURANCE COMPANY, INC.

SHAREHOLDER CONSENT RESOLUTION

The undersigned, being all of the shareholders of United Health of Wisconsin Insurance Company, Inc. (the "Corporation"), in accordance with Sections 180.1003 and 611.29(1) of the Wisconsin Statutes, hereby waive notice and consent to the following resolution pursuant to Sections 180.0704 and 611.07(4) of the Wisconsin Statutes:

WHEREAS, the Corporation has decided to change its name; and

WHEREAS, the effective date of the Corporation's name change should be delayed until its current policy forms may be approved and ready for use with the new name; and

WHEREAS, the Corporation's board of directors has proposed the following amendment to the Corporation's Articles of Incorporation to implement the name change and has submitted it for shareholder approval, and the Corporation's shareholders have authorized adoption of this shareholder resolution;

NOW, THEREFORE, BE IT RESOLVED that Article I of the Corporation's Articles of Incorporation be amended to read:

Article I. Name

The name of the Corporation is Touchpoint Health Plan, Inc.

BE IT FURTHER RESOLVED that the foregoing amendment shall take effect, taking into account any regulatory review process, on August 2, 1999, or at such later date as the President of the Corporation may designate. The President is authorized to take such further action and to execute and complete such documents (including the Articles of Amendment) as are necessary to carry out this Resolution.

Duly adopted this 13th day of May, 1999.

UNITED INVESTORS, INC.

By: J. L. Wh
Title: CFO

AURORA HEALTH CARE VENTURES, INC.

By: Donald J. Nestor
Title: SECRETARY / TREASURER

UNITED HEALTH OF WISCONSIN INSURANCE COMPANY, INC.

ARTICLES OF AMENDMENT

Article 1. The current name of the Corporation is United Health of Wisconsin Insurance Company, Inc. Effective August 2, 1999, the name of the Corporation will be Touchpoint Health Plan, Inc.

Article 2. Article I of the Corporation's Articles of Incorporation is amended effective August 2, 1999 to read, in its entirety:

Article I. Name

The name of the Corporation is Touchpoint Health Plan, Inc.

Article 3. This amendment to the corporation's Articles was adopted on the 13th day of May, 1999.

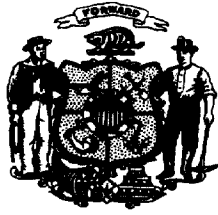
Article 4. This amendment to the Corporation's Articles was duly adopted in accordance with Sections 180.1003 and 611.29 of the Wisconsin Statutes.

Duly executed this 13th day of May, 1999.

UNITED HEALTH OF WISCONSIN INSURANCE
COMPANY, INC.

By: 

Title: CFO



State of Wisconsin
Office of the Commissioner of Insurance
P O Box 7873
Madison, Wisconsin 53703-7873

Certification of the Authenticity of Copy of Document on File

The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For TOUCHPOINT HEALTH PLAN, INC. (FORMERLY UNITED HEALTH OF WISCONSIN
INSURANCE COMPANY, INC.)

is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.

Dated at Madison, Wisconsin, this 12th day of October, 1999.

A handwritten signature in cursive script that reads "Connie O'Connell".

Connie O'Connell
Commissioner of Insurance