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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 Effective Date  
Month Day Year  
09/20/99
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name American Physician Partners, Inc.

09/20/99

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Radiologix, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 3600 Chase Tower

Address (line 2) 2200 Ross Avenue

Address (line 3) Dallas

Texas

75201-2776

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 Delaware

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FOR OFFICE USE ONLY

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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

d-730889

TRADEMARK  
REEL: 002020 FRAME: 0534

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

#

**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)

**Number of Properties** Enter the total number of properties involved.

#

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

\$

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.

Jeffrey M. Becker, Reg. No. 35,442

1/7/2000

Name of Person Signing

Signature

Date Signed

*State of Delaware*  
*Office of the Secretary of State*

PAGE 1

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:

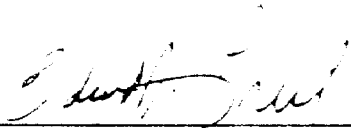
"RADIOLOGIX, INC.", A DELAWARE CORPORATION,

WITH AND INTO "AMERICAN PHYSICIAN PARTNERS, INC." UNDER THE NAME OF "RADIOLOGIX, 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 SEPTEMBER, A.D. 1999, AT 1 O' CLOCK P.M.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0176704

DATE: 01-03-00

**TRADEMARK**  
**REEL: 002020 FRAME: 0536**

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**RADIOLOGIX, INC.**

**WITH AND INTO**

**AMERICAN PHYSICIAN PARTNERS, INC.**

(Pursuant to Section 253 of the Delaware General Corporation Law)

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American Physician Partners, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law,

DOES HEREBY CERTIFY

FIRST: That the Corporation is incorporated pursuant to the Delaware General Corporation Law

SECOND: That the Corporation owns all of the outstanding shares of capital stock of Radiologix, Inc., a Delaware corporation

THIRD: That the Corporation, by the following resolutions of its Board of Directors duly adopted as of September 17, 1999, determined to effect a merger of Radiologix, Inc. with and into the Corporation (the "Merger"), with the Corporation being the surviving corporation, on the conditions set forth in such resolutions:

WHEREAS, the Board of Directors of American Physician Partners, Inc., a Delaware Corporation (the "Corporation"), has determined that it is in the best interests of the Corporation and its stockholders for the Corporation's name to be changed to "Radiologix, Inc." by forming a wholly-owned subsidiary, merging the subsidiary with and into the Corporation under Section 253 of the Delaware General Corporation Law, and having the name of the Corporation changed to "Radiologix, Inc." in and pursuant to the merger;

NOW, THEREFORE, BE IT RESOLVED, that the officers of the Corporation are hereby authorized to form a wholly-owned Delaware subsidiary of the Corporation having the name "Radiologix, Inc." (the "Subsidiary"); and further:

RESOLVED, that the officers of the Corporation are hereby authorized to merge the Subsidiary with and into the Corporation pursuant to a Certificate of Ownership and Merger in substantially such form as may be approved by any officer of the Corporation, as evidenced by such officer's execution of such Certificate of Ownership and Merger; and further

RESOLVED, that such Certificate of Ownership and Merger shall be filed with the Secretary of State of the State of Delaware as soon as practicable after the adoption of these resolutions; and further

RESOLVED, that the terms of the merger of the Subsidiary with and into the Corporation (the "Merger") shall be as follows:

1. Merger. As of the Effective Time (as defined below), the Subsidiary shall be merged with and into the Corporation, with the Corporation being the surviving corporation. The surviving corporation as it shall exist after the Effective Time shall be referred to hereinafter as the "Surviving Corporation."

2. Effective Time. The Effective Time shall be 8:00 a.m., Delaware time, on Friday, September 24, 1999.

3. Conversion of Shares of the Subsidiary. At the Effective Time, each of the shares of common stock of the Subsidiary then issued and outstanding shall be cancelled and retired and shall cease to be outstanding, and no shares of common stock or other securities of the Surviving Corporation shall be issued in respect thereof.

4. Conversion of Shares of the Corporation. At the Effective Time, each share of common stock of the Corporation then issued and outstanding shall remain outstanding as one fully-paid and non-assessable share of common stock of the Surviving Corporation.

5. Certificate of Incorporation. The Restated Certificate of Incorporation, as amended, of the Corporation as in effect at the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation following the Effective Time unless and until the same shall be amended or repealed in accordance with the

provisions thereof; provided, however, that as of the Effective Time the name of the Corporation shall be changed to "Radiologix, Inc."

Bylaws. The Amended and Restated Bylaws, as amended, of the Corporation as in effect at the Effective Time shall be the Bylaws of the Surviving Corporation following the Effective Time unless and until the same shall be amended or repealed in accordance with the provisions thereof

Board of Directors and Officers. The members of the Board of Directors and the officers of the Surviving Corporation immediately after the Effective Time shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Corporation immediately prior to the Effective Time, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws of the Surviving Corporation, or until their respective successors are elected and qualified.

, and further

RESOLVED, that as of the Effective Time, the name of the Corporation shall be changed to "Radiologix, Inc."; and further

RESOLVED, that the officers of the Corporation are authorized to make appropriate arrangements for stock certificates reflecting the new name of the Corporation, including the selection of a new form of stock certificate and, if necessary in the event new stock certificates are not available at the time of the name change, the stamping of the new name of the Corporation on the Corporation's current form of stock certificate (all in compliance with NASDAQ and other applicable regulations); and further

RESOLVED, that the officers of the Corporation are authorized to make arrangements to obtain a new corporate seal reflecting the new name of the Corporation; and further

RESOLVED, that the officers of the Corporation are authorized and empowered by and on behalf of the Corporation to prepare, execute, deliver and file any and all other agreements, amendments, certificates, instruments and documents of any nature whatsoever and to take all such lawful actions and to do all such lawful things, as they, in their discretion, deem to be necessary or appropriate to effect the purpose and intent of the above resolutions, including the preparation and delivery of such other documents as may be required by NASDAQ in connection with the name change contemplated herein; and further