

06-22-2000



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5.30.00

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
3-31-99
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Access Health, Inc. Execution Date
Month Day Year
03/31/1999

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 HBO & Company

DBA/AK/A/T/A _____

Composed of _____

Address (line 1) 5995 Windward Parkway

Address (line 2) _____

Address (line 3) Alpharetta Georgia 30005
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

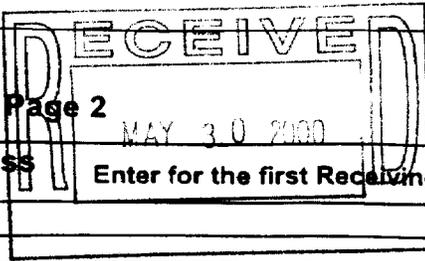
06/22/2000 JJALLAH2 00000072 2257529

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 475.00 OP

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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

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	PLEASE SEE	ATTACHED	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Laureen Seeger

5-17-2000

Name of Person Signing

Signature

Date Signed

ACCESS HEALTH

2,257,529	9 Months & Beyond
1,988,056	Access Care Management System
2,131,393	Access Network
1,640,034	America's Source for Health Care Answers
1,512,022	Ask-A-Nurse
1,587,084	Ask-A-Nurse Design
1,975,486	AudioHealth Library
1,694,070	Clinical Reference
2,053,650	Computer Based Solutions for Patient Education
2,215,709	Personal Care Advisor
1,893,855	Personal Health Advisor
2,033,128	Personal Health Advisor
1,637,069	Your Source For Health Care Answers
1,689,957	Design of Book
1,677,411	Design for Clinical Reference
1,688,870	Design of Computer
1,613,348	Design of Phone in Hand
1,587,084	Design of RN with Diamond
2,257,529	Design of Woman w/baby
Serial No. 75398233	First Welcome

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:

"ACCESS HEALTH, INC", 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 3:55 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

0807161 8100M

991229660

AUTHENTICATION: 9792028

DATE: 06-08-99

TRADEMARK
REEL: 002091 FRAME: 0790

CERTIFICATE OF OWNERSHIP AND MERGER
OF
Access Health, Inc., 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 Access Health, Inc., a Delaware corporation.

THIRD: The Board of Directors of the Corporation, by resolutions duly adopted as of the 31st day of March, 1999, has voted to effect a merger pursuant to Section 253 of the Delaware General Corporation law merging Access Health, Inc. 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. Lapina
Title: Jay M. Lapina
**Ex 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 Access Health, Inc., 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 Access Health, Inc. be merged into this Corporation, which shall assume all rights, liabilities and obligations of Access Health, Inc., 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 Access Health, Inc., 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.

AT: 1027784v1