

09-08-2000



8.14.00

101452851

FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof.

ATTORNEY DOCKET NO.: 08067.1000

1. Name of conveying party:

HBO & Company of Georgia

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

Additional names of conveying parties attached?

YES NO

2. Name and address of receiving party:

Name: HBO & Company

Internal Address:

Street Address: 5995 Windward Parkway

City: Alpharetta

State: Georgia

Zip: 30005

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

If Assignee is not domiciled in the United States, a domestic representative designation is attached:

YES NO

1449365

Additional name(s) and address(es) attached?

YES NO

3. Nature of conveyance:

Assignment	<input checked="" type="checkbox"/>	Merger	<input type="checkbox"/>	Other	<input type="checkbox"/>
Security Agreement	<input type="checkbox"/>	Change of Name	<input type="checkbox"/>		<input type="checkbox"/>

Execution Date: March 31, 1999

Effective Date: March 31, 1999

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 1,449,365; 1,504,723; 1,853,545; 1,860,748, and 1,908,953.

Additional numbers attached? YES NO

/07/2000 KTHAI1 00000208 1449365

FC:481
FC:482

40.00 GP
100.00 GP

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Gregory J. Kirsch NEEDLE & ROSENBERG, P.C. Suite 1200, The Candler Building 127 Peachtree Street, N.E. Atlanta, Georgia 30303-1811 (404) 688-0770</p>	<p>6. Total number of applications and registrations involved: 5</p>
--	--

7. Total fee (37 CFR 3.41): \$140.00

Enclosed

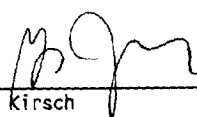
Authorized to be charged to Deposit Account.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629.

8. Deposit account number: 14-0629
=====

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

9. 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.

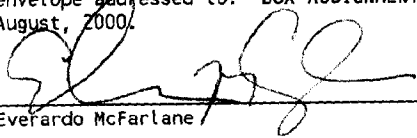


Gregory J. Kirsch

Date 11 AUGUST 2000

Total Number of Pages Including Cover Sheet, Attachments, and Document: 5

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: BOX ASSIGNMENT, Assistant Commissioner for Trademarks, Washington, D.C. 20231, on this 11th day of August, 2000.



Everardo McFarlane

Date 8-11-2000

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:

"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.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

0807161 8100M

AUTHENTICATION: 9663667

991127206

DATE: 03-31-99

TRADEMARK
REEL: 002130 FRAME: 0801

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.

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 31st 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. Lamin
Title: Jay M. Lamin
Sr. Vice President, General Counsel
and Secretary

AT: 1027636v1