

09-20-2000



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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
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- 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

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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

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: #

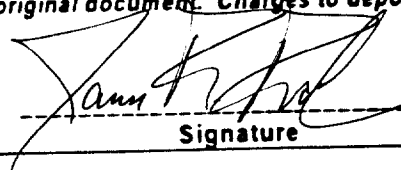
Authorization to charge additional fees: Yes No

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.

James R. Robinson

Name of Person Signing



Signature

8/29/00

Date Signed

1212497 OUT
State of Delaware

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FILED
In the office of the Secretary of State
of the State of California

Office of the Secretary of State

PAGE 1

JAN 06 1999

Bill Jones

BILL JONES, Secretary of State

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:

"COMMUNITY CARE NETWORK, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "CCN MANAGED CARE, INC." UNDER THE NAME OF
"CCN MANAGED CARE, INC.", 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 DECEMBER, A.D. 1998, AT
9:01 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9499987

DATE: 01-04-99

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
COMMUNITY CARE NETWORK, INC.
(a California corporation)
INTO
CCN MANAGED CARE, INC.
(a Delaware corporation)**

It is hereby certified that:

1. COMMUNITY CARE NETWORK, INC. (hereinafter referred to as the "Disappearing Corporation") is a business corporation of the State of California.
2. The Disappearing Corporation, as the owner of 100% of the outstanding shares of the stock of CCN MANAGED CARE, INC., hereby merges itself into CCN MANAGED CARE, INC., a corporation of the State of Delaware (the "Surviving Corporation").
3. The following is a copy of the resolutions adopted and approved on the 30th day of December, 1998 by the Board of Directors of the Disappearing Corporation to merge the Corporation into the Surviving Corporation:

RESOLVED, that this Corporation be merged into CCN Managed Care, Inc. pursuant to the laws of the State of Delaware as hereinafter provided, so that the separate existence of this Corporation shall cease as soon as the merger shall become effective, and thereupon this Corporation and CCN Managed Care Inc., will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

RESOLVED that the terms and conditions of the proposed merger are as follows:

- (a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of this Corporation shall become vested in and be held by CCN Managed Care, Inc. as fully and entirely and without change or diminution as the same were before held and enjoyed by this Corporation, and CCN Managed Care, Inc. shall assume all of the obligations of this Corporation.
- (b) No pro rata issuance of the shares of stock of CCN Managed Care, Inc. which are owned by this Corporation immediately prior to the effective time of the merger shall be made, and such shares shall be surrendered and extinguished.
- (c) Each share of common stock of this Corporation which shall be issued and outstanding immediately prior to the effective time of the merger

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shall be converted into one share of an issued and outstanding share of common stock, \$.0001 par value, of CCN Managed Care, Inc. and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of common stock of this Corporation shall automatically be and become holders of shares of CCN Managed Care, Inc. upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(d) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of this Corporation may surrender the same to CCN Managed Care, Inc. at its office in San Diego, California and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing one of such number of shares of common stock of CCN Managed Care, Inc. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of this Corporation shall be deemed for all corporate purposes to evidence ownership of one share of common stock of CCN Managed Care, Inc.

(e) From and after the effective time of the merger, the Certificate of Incorporation and By-Laws of CCN Managed Care, Inc. shall be the Certificate of Incorporation and By-Laws of CCN Managed Care, Inc. as in effect immediately prior to such effective time.

(f) The members of the Board of Directors of CCN Managed Care, Inc. shall be the members of the Board of Directors of CCN Managed Care, Inc. immediately before the effective time of the merger.

(g) The Officers of CCN Managed Care, Inc. shall be the corresponding officers of this Corporation immediately before the effective time of the merger.

(h) From and after the effective time of the merger, the assets and liabilities of this Corporation and of CCN Managed Care, Inc. shall be entered on the books of CCN Managed Care, Inc. in the amounts at which the same shall be carried at such time on the respective books of this Corporation and of CCN Managed Care, Inc., subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of CCN Managed Care, Inc., in accordance with generally accepted accounting principles, the capital and surplus of CCN Managed Care, Inc. shall be equal to the capital and surplus of this Corporation and of CCN Managed Care, Inc.

RESOLVED that these resolutions to merge be submitted to the sole shareholder of this Corporation to act in writing without a meeting; and, in the event that the shareholder shall consent in writing to the merger, the proposed merger shall be deemed to be approved.

RESOLVED that, in the event that the proposed merger shall not be terminated, the proper officers of this Corporation be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into CCN Managed Care, Inc. and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the States of Delaware and California and in any other appropriate jurisdiction, necessary or proper to effect this merger.

4. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by the Disappearing Corporation in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and of Section 603 of the California Corporations Code.

Signed on December 31, 1998

COMMUNITY CARE NETWORK, INC.

By: /s/ Richard M. Mastaler
Richard M. Mastaler
Chief Executive Officer

COMMUNITY CARE NETWORK, INC.

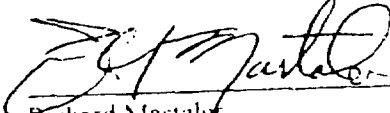
CERTIFICATE OF APPROVAL OF CERTIFICATE
OF OWNERSHIP AND MERGER

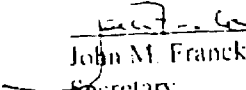
Richard Mastaler and John M. Franck II certify that:

1. They are the Chief Executive Officer and Secretary, respectively, of Community Care Network, Inc., a California corporation.
2. The Certificate of Ownership and Merger in the form attached was duly approved by the Board of Directors and shareholder of the corporation.
3. There is only one class of Common Stock and the total number of outstanding shares is 8,017,500 shares of Common Stock.
4. The shareholder percentage vote required for the aforesaid approval was more than fifty percent.
5. The principal terms of the Certificate of Ownership and Merger in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, the undersigned did hereby declare under penalty of perjury under the laws of the State of California that they signed the foregoing certificate in the official capacity set forth beneath their signature, and that the statements set forth in said certificate are true of their own knowledge.

Signed on December 31, 1998


Richard Mastaler
Chief Executive Officer


John M. Franck II
Secretary

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RECORDED: 08/29/2000

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