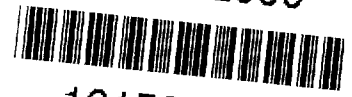


11-02-2000



101503949

10/16/00

### 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  Change of Name
- Other

Effective Date  
Month Day Year

#### 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)

City

State/Country

Zip Code

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

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.)

11/01/2000 GTON11 00000092 1479900

#### FOR OFFICE USE ONLY

01 FC:481

40.00 0P

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

REEL: 002165 FRAME: 0839

**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"/>	<input type="text"/>

<input type="text" value="1,479,900"/>	<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

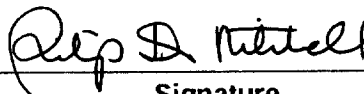
No

**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.

Philip D. Mitchell

Name of Person Signing



Signature

10/16/00

Date Signed

4.27.00

FORM PTO-1618A  
Expires 06/30/99  
OMB 0661-0027

05-15-2000

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK



101355764

### 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  
Effective Date  
Month Day Year  
\_\_\_\_\_
- Merger
- Change of Name
- Other \_\_\_\_\_

#### Conveying Party

Mark if additional names of conveying parties attached

Name Preferred Health Care Plan, Inc. Execution Date  
Month Day Year  
4/15/94

Formerly DBA SouthCare Medical Alliance

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

#### Receiving Party

Mark if additional names of receiving parties attached

Name Principal Health Care of Georgia, Inc.

DBA/AK/A/T/A \_\_\_\_\_

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

Address (line 1) 3715 Northside Parkway, Suite 300

Address (line 2) \_\_\_\_\_

Address (line 3) Atlanta City GA State/Country 30327 Zip Code

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

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.)

05/11/2000 JSHABAZZ 00000311 1479990

FOR OFFICE USE ONLY

01 FC:481 40.00 OP

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 this 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 (0661-0027), 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, DC 20231

TRADEMARK

REEL: 002165 FRAME: 0841

**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"/>	<input type="text"/>

<input type="text" value="1,479,990"/>	<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.

Philip D. Mitchell  
Name of Person Signing

Philip D. Mitchell  
Signature

4.27.00  
Date Signed

**Secretary of State**  
**Business Services and Regulation**  
**Suite 315, West Tower**  
2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 941430540  
CONTROL NUMBER: 9401994  
EFFECTIVE DATE: 05/23/1994  
REFERENCE : 0091  
PRINT DATE : 05/23/1994  
FORM NUMBER : 111

C T CORPORATION SYSTEM  
RUDENE REMBERT  
1201 PEACHTREE STREET, N.E.  
ATLANTA, GA 30361

**CERTIFICATE OF AMENDMENT**

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**PRINCIPAL HEALTH CARE OF GEORGIA, INC.**  
a domestic profit corporation

has filed articles of amendment in the office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

**WITNESS** my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT-LINE  
404-656-2222  
Outside Metro-Atlanta

*Max Cleland*  
MAX CLELAND  
SECRETARY OF STATE

*Verley J. Spivey*  
VERLEY J. SPIVEY  
DEPUTY SECRETARY OF STATE

**TRADEMARK**  
**REEL: 002165 FRAME: 0843**

9401994  
941430540

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
PRINCIPAL HEALTH CARE OF GEORGIA, INC.

1. The name of the corporation is Principal Health Care of Georgia, Inc.
2. Effective the date hereof, the corporation's incorporators are:

Kenneth J. Linde  
1801 Rockville Pike  
Rockville, MD 20852

Joyce N. Hoffman  
711 High Street  
Des Moines, IA 50392

Robert J. Mrizek  
1801 Rockville Pike  
Rockville, MD 20852

Mary L. Bricker  
711 High Street  
Des Moines, IA 50392

Sharon I. Taylor  
1801 Rockville Pike  
Rockville, MD 20852

3. The following amendments of the Articles of Incorporation of the corporation were recommended to the sole shareholder of the corporation by the Board of Directors of the corporation by resolution dated April 11, 1994, and were duly made, adopted and approved by the sole shareholder of the corporation pursuant to all due corporate authority granted in the Articles of Incorporation and in accordance with the Georgia Business Corporation Code, section 14-2-1003.
4. Effective the date hereof, Article 2 of the Articles of Incorporation of the corporation are amended to read as follows:

The number of shares the corporation is authorized to issue is 1,500,000 shares of common stock at \$1.00 par value.

5. Effective the date hereof, an Article 6 of the Articles of Incorporation is added to read as follows:

The purpose of the corporation is pecuniary gain and profit, and the general nature of the business or businesses to be transacted shall be to perform any and all acts necessary for or appropriate to the development and formation of a health maintenance organization; to own, operate and manage a health

maintenance organization; to engage in any form or type of business for any lawful purpose or purposes not specifically prohibited to corporations under the laws of the State of Georgia; and to have all the rights, powers, privileges and immunities which now or hereafter may be allowed to corporations under the laws of the State of Georgia.

6. Effective the date hereof, an Article 7 of the Articles of Incorporation is added to read as follows:

The following persons are elected Directors of the corporation to serve until the next Annual Meeting of the Shareholder, or until their successors are duly elected and qualified:

Gary M. Cain  
711 High Street  
Des Moines, Iowa 50392

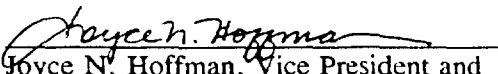
Sharon I. Taylor  
1801 Rockville Pike  
Rockville, Maryland 20852

Kenneth J. Linde  
1801 Rockville Pike  
Rockville, Maryland 20852

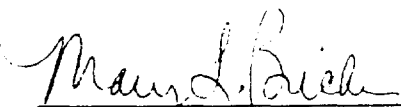
James H. Van Lew  
711 High Street  
Des Moines, Iowa 50392

Robert J. Mrizek  
1801 Rockville Pike  
Rockville, Maryland 20852

Executed in the name of the corporation by its Vice President and Corporate Secretary, and its Assistant Corporate Secretary, who declare under the penalties of perjury that the facts stated herein are true.

  
Joyce N. Hoffman, Vice President and  
Corporate Secretary

ATTEST:

  
Mary L. Bicker  
Assistant Corporate Secretary

SECRETARY OF STATE  
MAY 23 11 43 AM '94  
BSR (1)

# Secretary of State

Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 941050453  
CONTROL NUMBER: 9401994  
EFFECTIVE DATE: 04/15/1994  
REFERENCE : 0069  
PRINT DATE : 04/15/1994  
FORM NUMBER : 411

POWELL, GOLDSTEIN, FRAZER & MURPHY  
V. SCOTT KILLINGSWORTH  
191 PEACHTREE STREET, NE, 16TH FLOOR  
ATLANTA, GEORGIA 30303

## CERTIFICATE OF MERGER

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Georgia Law certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of said filing.

Surviving Entity:  
PRINCIPAL HEALTH CARE OF GEORGIA, INC., a Georgia corporation

Nonsurviving Entity/Entities:  
PREFERRED HEALTH PLAN, INC., a Georgia corporation



*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*Verley J. Spivey*

VERLEY J SPIVEY  
DEPUTY SECRETARY OF STATE

SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT-LINE  
404-850-2222

TRADEMARK

REEL: 002165 FRAME: 0846



411/94105453

**CERTIFICATE OF MERGER OF  
PRINCIPAL HEALTH CARE OF GEORGIA, INC.  
AND  
PREFERRED HEALTH PLAN, INC.**

1. The Board of Directors and shareholders of PRINCIPAL HEALTH CARE OF GEORGIA, INC., a Georgia corporation, and the Board of Directors of PREFERRED HEALTH PLAN, INC., a Georgia corporation, have duly approved a Plan and Agreement of Merger. Approval of the Plan and Agreement of Merger by shareholders of PREFERRED HEALTH PLAN, INC. was not required.

2. The name of the surviving corporation is PRINCIPAL HEALTH CARE OF GEORGIA, INC., a Georgia corporation.

3. The executed Plan and Agreement of Merger is on file at the principal place of business of PRINCIPAL HEALTH CARE OF GEORGIA, INC., which is located at 3715 Northside Parkway, 400 North Creek, Suite 300, Atlanta, Georgia 30327.

4. A copy of the Agreement and Plan of Merger will be provided by PRINCIPAL HEALTH CARE OF GEORGIA, INC., on request and without cost, to any shareholder of any corporation that is a party to the merger.

**PRINCIPAL HEALTH CARE OF GEORGIA, INC.**

By: Kenneth J. Linde  
Signature of Officer

KENNETH J. LINDE  
Printed Name of Officer

PRESIDENT  
Office held in Principal Health  
Care of Georgia, Inc.

(1) 458  
HS. NJ 90 71 91 148  
SERIAL 10000000

[Signatures continued...]

PREFERRED HEALTH PLAN, INC.

By:

*Franklin M. Rinker*  
Signature of Officer

Franklin M. Rinker  
Printed Name of Officer

Chairman  
Office Held in Preferred Health Plan, Inc.

CERTIFICATE REGARDING REQUEST  
FOR PUBLICATION OF NOTICE OF MERGER

The undersigned hereby certifies that Principal Health Care of Georgia, Inc. has delivered to the Fulton County Daily Report, which is the official organ of Fulton County where the registered office of Principal Health Care of Georgia, Inc. is located, a request to publish a notice of merger by and between Preferred Health Plan, Inc., a Georgia corporation, and Principal Health Care of Georgia, Inc., a Georgia corporation, as required by law. The undersigned certifies that Principal Health Care of Georgia, Inc. has tendered payment in the amount of Forty Dollars (\$40.00) accompanying the request for publication.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 15th day of April, 1994.

PRINCIPAL HEALTH CARE OF GEORGIA,  
INC.

By: K. J. Linde  
Signature of Officer

KENNETH J. LINDE  
Printed Name of Officer

PRESIDENT  
Corporate Office Held in Principal  
Health Care of Georgia, Inc.

**Secretary of State**  
**Business Services and Regulation**  
**Suite 315, West Tower**  
**2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1330**

CONTROL NUMBER: 9401994  
EFFECTIVE DATE: 01/14/1994  
COUNTY : FULTON  
REFERENCE : 0091  
PRINT DATE : 01/26/1994  
FORM NUMBER : 311

C T CORPORATION SYSTEM  
PATTIE HARDY  
1201 PEACHTREE STREET, N.E.  
ATLANTA, GA 30361

**CERTIFICATE OF INCORPORATION**

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**PRINCIPAL HEALTH CARE OF GEORGIA, INC.**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

**WITNESS** my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*William J. Spivey*



JAN-11-1994 15:26 FROM CT CORPORATION SYSTEM TO 15152403011 P.02



MAX CLELAND  
Secretary of State  
State of Georgia

BUSINESS SERVICES AND REGULATION  
Suite 315, West Tower  
2 Martin Luther King Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 656-2817

TRANSMITTAL INFORMATION FOR GEORGIA  
PROFIT OR NONPROFIT CORPORATIONS

J. F. GULLION  
Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	<u>94040319</u>	PENDING CONTROL #	<u>9057014</u>	CONTROL #	<u>9401994</u>
Docket Code	<u>311</u>	Corporation Type	<u>DP</u>		
Date Filed	<u>1-14-94</u>	Amount Received \$	<u>16000</u>	Check/Receipt #	<u>41984</u>
Jurisdiction (County) Code	<u>060 Fulton</u>				<u>41987</u>
Examiner	<u>91</u>			Date Completed	

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.  
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1.	<u>94040319</u>	Corporate Name Reservation Number
PRINCIPAL HEALTH CARE OF GEORGIA, INC.		
Corporate Name (exactly as appears on name reservation)		
2.	Joyce N. Hoffman	(313) 247-5111
Applicant/Attorney		Telephone Number
711 High Street		
Address		
Des Moines	Iowa	50392-0300
City	State	Zip Code
3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)		
1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)		
2. ORIGINAL ARTICLES OF INCORPORATION		
3. ONE COPY OF ARTICLES OF INCORPORATION		
I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Intent to Incorporate and a publishing fee of \$40.00 has been mailed or delivered to the authorized newspaper as required by law.		
<u>Joyce N. Hoffman</u>		
Authorized Signature		Date
(GA. - 904 - 12/4/92)		

TRADEMARK

REEL: 002165 FRAME: 0852

# Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91240284  
CONTROL NUMBER : K401994  
DATE INC/AUTH/FILED: 01/14/1994  
JURISDICTION : GEORGIA  
PRINT DATE : 06/29/1999  
FORM NUMBER : 215

PRINCIPAL HEALTH CARE OF GEORGIA, INC.

ATTN: WILMA BENJAMIN

3715 NORTHSIDE PKWY STE. 4-300

ATLANTA, GA 30327

## CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

PRINCIPAL HEALTH CARE OF GEORGIA, INC.  
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox  
Secretary of State

RECORDED: 10/16/2000

TRADEMARK  
REEL: 002165 FRAME: 0853