FORM PTO-1618A Expres 06/30/99 OMB 06/31-0727 11-09-2000

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MED 10.25.00 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	Conveyance Type			
New	Assignment License			
Resubmission (Non-Recordation) Document ID #	Security Agreement Munc Pro Tunc Assignment			
Correction of PTO Error Reel # Frame #	X Merger Month Day Year			
Corrective Document	Change of Name			
Reel # Frame # Conveying Party	Other			
Conveying Party  Mark if additional names of conveying parties attached  Execution Date  Month Day Year				
Name Community Care Network, Inc. 12311998				
Formerly				
Individual General Partnership	Limited Partnership X Corporation Association			
Other				
XX Citizenship/State of Incorporation/Organization California				
Receiving Party Mark Hadditional names of receiving parties attached				
Name CCN Managed Care, Inc				
DBA/AKA/TA				
Composed of				
Address (line 1) 5251 Viewridge Court				
Address (line 2)				
Address (line 3) San Diego	California 92123			
Individual General Partnership Limited Partnership # document to be recorded in an				
XX Corporation Association	assignment and the receiving party is not domiciled in the United States, an appointment of a domestic			
Other	Perignation must be a separate			
X Citizenship/State of Incorporation/Organizati	focument from Assignment.)  on Delaware			
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	portionally 30 minutes per Cover Break to be received, including three for reviewing the decument and			

Public burden reporting for this collection of enformation is estimated to everage approximately 20 minutes per Cover Break to the recording time for reviewing the description of getting the data resided to complete the Cover Sheet. Send contracts regarding the leaf instances and Trademark Office. Other Information Officer of Information and Regulatory Affairs. Office of Management and Budget. Paperson Reduction Regulatory Reduction Study Package (861-8027) the Complete of Management Processor (2010-2010) to 100 SEQUESTS TO RECORD ASSISTANCE OCCUPANTS TO THE ADDRESS.

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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

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FORM PTO- Expires 06/30/99 OMB 0651-0027	1618B	Page 2	U.S. Department of Commerce Patent and Tradement Office TRADEMARK		
	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 (502)584-1135					
Name	JAMES R. RO	DBINSON			
Address (line 1)	MIDDLETON &	REUTLINGER			
Address (line 2)	2500 BROWN & WILLIAMSON TOWER				
Address (line 3)	LOUISVILLE,	KY 40202			
Address (line 4)					
Pages Enter the total number of pages of the attached conveyance document # 5					
Trademark Application Number(s) or Registration Number(s)  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)					
7437802		2114403 [			
		1558599			
Number of	Properties -		#[3		
Number of Properties Enter the total number of properties involved. #3					
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$90					
Method of Payment: Enclosed X 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	Joun Fr- Kal	10/25/00		
Name	of Person Signing	Signature	Date Signed		

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

## Office of the Secretary of State

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JAN 06 1999

BLL JONES, Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO BEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"COMMUNITY CARE NETWORK, INC.", A CALIFORNIA CORPOPATION, WITE 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.

AUTHENTICATION

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DATE 01-04-99

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STAL OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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# 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., 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 marger, 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 rate issuence 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 per 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 said 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 certificates or certificates therefore 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 estitled 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 affective time of the marger, 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 affective 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 marger, 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 climinations, if any, as may be required to give effect to the marger, and, subject to such action as may be taken by the Board of Directors of CCN Managed Care, Inc., in accordance with generally 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.

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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 Carc, Inc. and the date of adoption thereof, and to cause the same to be flied 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 affect 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: /a/ Richard M. Mastaler
Richard M. Mastaler
Chiof Executive Officer

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#### 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.
- 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 Mastalor

Chief Executive Officer

John M. Franck II

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