

11-09-2000



101511570

MRD 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

- 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

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 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

11/09/2000 MTHA11 00000004 74378023

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 50.00 OP

Public burden reporting for this collection of information is estimated to average approximately 20 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)		
<input type="text" value="74378023"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2114403"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1558599"/>	<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.

JAMES R. ROBINSON

10/25/00

Name of Person Signing

Signature

Date Signed

1212497 OUT
State of Delaware

00587740

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

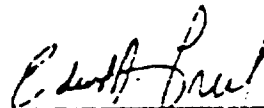

BILL JONES, Secretary of State

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, Secretary of State

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981511757

AUTHENTICATION 9499987

DATE 01-04-99

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

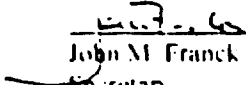
Richard Mastaler and John M. Franck II certify that:

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

NO. 1008 11/22/2

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COLLEBIA/HCA LCL

08/29/00 10:52 PM 615 320 2598

TRADEMARK

RECORDED: 10/25/2000

REEL: 002171 FRAME: 0361