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MRS
10-16.00

Docket No. 14039.0001

SHAW PITTMAN
TRADEMARK RECORDATION FORM COVER

11-20-2000

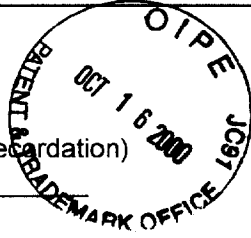
TO: The Commissioner of Patents and Trademarks: Please record the attached o



101522350

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
09 02 2000
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
09 02 2000

Name HealthMagic, Inc.

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name CareCompass Solutions, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1501 Main Street

Address (line 2) _____

Address (line 3) Columbia

South Carolina

29201

City

State/Country

Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other _____
 - Citizenship/State of Incorporation/Organization DELAWARE
- 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.)

FOR OFFICE USE ONLY

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 202-663-8000

Name Kathy J. McKnight

Address (line 1) 2300 N Street, NW

Address (line 2) Washington, D.C. 20037-1128

Address (line 3) _____

Address (line 4) _____

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 5

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)

75323220 75323221 75323223

2390169 2247679 _____

75619628 _____ _____

_____ _____ _____

Number of Properties Enter the total number of properties involved. # 6

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ \$ 165.00

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.

Kathy J. McKnight
Name of Person Signing

Kathy McKnight
Signature

10/16/00
Date Signed

SECOND RESTATED CERTIFICATE OF INCORPORATION OF

HEALTHMAGIC, INC.

(Under Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

HealthMagic, Inc. (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does, by its duly authorized undersigned officer, hereby certify that:

- I. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on November 8, 1996. A Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on February 23, 1999.
- II. This Second Restated Certificate of Incorporation (this "Restated Certificate of Incorporation") amends and restates the Certificate of Incorporation (as previously amended and restated) by deleting from such Certificate of Incorporation (as previously amended and restated) all of the provisions thereof and substituting in lieu of such provisions the text set forth in Article VI hereof.
- III. Pursuant to Sections 141, 242 and 245 of the DGCL, the Board of Directors of the Corporation by resolution deemed it advisable and in the best interests of the Corporation to amend and restate the Certificate of Incorporation of the Corporation in its entirety as set forth in this Restated Certificate of Incorporation, and directed that this Restated Certificate of Incorporation be submitted for consideration and action thereon by the Stockholders of the Corporation.
- IV. Pursuant to Sections 228, 242 and 245 of the DGCL, by written consent in lieu of a Special Meeting of the Stockholders of the Corporation dated August 24, 2000, the holders of a majority of the outstanding shares of capital stock of the Corporation entitled to vote thereon voted in favor of, approved and adopted this Restated Certificate of Incorporation, including the text set forth in Article VI hereof. Prompt notice of the taking of the aforesaid corporate action without a meeting by less than unanimous written consent has been given, in accordance with Section 228 of the DGCL, to the stockholders of the Corporation who did not consent in writing to such action.
- V. The text of the Restated Certificate of Incorporation set forth in Article VI hereof was duly adopted by the Board of Directors and by the holders of a majority of the outstanding shares of capital stock of the Corporation entitled to vote thereon in accordance with the provisions of Sections 141, 228, 242 and 245 of the DGCL.
- VI. The text of the Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety by this Restated Certificate of Incorporation, to read in full as follows:

FIRST: The name of the corporation (herein referred to as the "Corporation") is CareCompass Solutions, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purposes of the Corporation are to engage in, promote, conduct and carry on any lawful acts or activities for which corporations may be organized under the DGCL

FOURTH: The total number of shares of capital stock of all classes and series which the Corporation shall have authority to issue is fifty million (50,000,000) shares, of which forty-five million (45,000,000) shares, of a par value of One Cent (\$0.01) per share, shall be of a class designated "Common Stock" and five million (5,000,000) shares, of a par value of One Cent (\$0.01) shall be of a class designated "Preferred Stock." There shall be two series of Common Stock: thirty-nine million (39,000,000) shares of Common Stock shall be of a series designated as "Series A Common Stock", and six million (6,000,000) shares shall be of a series designated "Series B Common Stock". Each share of Series A Common Stock and Series B Common Stock shall be equal and identical in all respects and for all purposes including, without limitation, all dividend, distribution and dissolution and liquidation rights; provided, however, that the Board of Directors of the Corporation may, by resolution or resolutions providing for the issue of the Series B Common Stock, determine the circumstances upon which the Series B Common Stock shall be convertible into Series A Common Stock.

The Board of Directors is expressly authorized, subject to the limitations prescribed by law and the provisions of this Restated Certificate of Incorporation, to provide for the issuance of all or any shares of the Preferred Stock in one or more series, each with such designations, preferences, voting powers (or no voting powers) relative, participating, optional or other special rights and privileges and such qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions adopted by the Board of Directors to create such series, and a certificate of said resolution or resolutions shall be filed in accordance with the DGCL. The authority of the Board of Directors with respect to each such series shall include, without limitation of the foregoing, the right to provide that the shares of each such series may be: (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock of the Corporation at such price or prices or at such rates of exchange and with such adjustments, if any; (v) entitled to the benefit of such limitations, if any, on the issuance of additional shares of such series or shares of any other series of Preferred Stock; or (vi) entitled to such other preferences, powers, qualifications, rights and privileges, all as the Board of Directors may deem advisable and as are not inconsistent with law and the provisions of this Certificate of Incorporation. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or

restrictions of the Common Stock are expressly made subject and subordinate to those that may be fixed with respect to any shares of the Preferred Stock.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: The private property or assets of the stockholders of the Corporation shall not to any extent whatsoever be subject to the payment of the debts of the Corporation.

SEVENTH: Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

EIGHTH: The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. None of the directors need be a stockholder or a resident of the State of Delaware.

NINTH: No director shall be personally liable to the Corporation or any of its stockholders for any monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. All references in this paragraph to a director shall also be deemed to refer to any other person who, pursuant to a provision of the certificate of incorporation in accordance with subsection (a) of § 141 of the DGCL, exercise or perform any of the powers or duties otherwise conferred or imposed upon the board of directors by the DGCL. No amendment to or repeal of this Article NINTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

TENTH: In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the DGCL or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized:

- A. To make, amend, alter or repeal the Bylaws of the Corporation;
- B. To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;
- C. To set apart out of any funds of the Corporation available for dividends, a reserve or reserves for any proper purpose and to reduce any such reserve in the manner in which it was created; and
- D. To adopt from time to time Bylaw provisions with respect to indemnification of directors, officers, employees, agents and other persons as it shall deem expedient and in the best interests of the Corporation and to the extent permitted by law.

ELEVENTH: The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provisions herein contained, in the manner now or hereafter prescribed by statute, and all rights, powers, privileges and discretionary authority granted or conferred herein upon stockholders or directors are granted subject to this reservation.

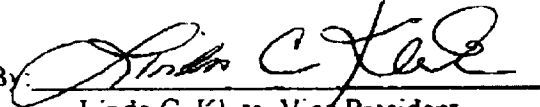
THIRTEENTH: Each share of Common Stock of the Corporation outstanding as of the date of effectiveness of this Restated Certificate of Incorporation shall be classified as one share of Series A Common Stock. Each security of the Corporation outstanding as of the date of effectiveness of this Restated Certificate of Incorporation which is exercisable for or convertible into shares of Common Stock of the Corporation shall be exercisable for or convertible into (as the case may be) shares of Series A Common Stock only.

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See Next Page for Signature

IN WITNESS WHEREOF, the undersigned officer of the Corporation does hereby declare, affirm, acknowledge and certify, under penalties of perjury, that this is the act and deed of the undersigned and that the facts stated herein are true, as of the 2nd day of Sept, 2000

HEALTHMAGIC, INC.

By: 
Linda C Klute, Vice President

Document #: 1096071 v.3