

02-16-2001



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TRADEMARK
03425-G0000 SPM

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assignor	Medicus Systems Corporation
Assignee	Medicus Acquisition Co.
Mark and Registration No.	WINCDS, Reg. No. 2,135,674; WINCOLLECT, Reg. No. 2,135,673; WINREPORT, Reg. No. 2,137,102; WINCODER+ Reg. No. 2,138,652; WINSTATUS, Reg. No. 2,135,672.

2-8-01

Box Assignment
Assistant Commissioner for Patents
Washington, DC 20231

Trademark Recordation Form Cover Sheet

Dear Sir:

Please record the attached original document.

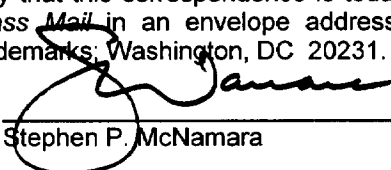
- Name of conveying party. Medicus Systems Corporation.
- Name and Address of Receiving Party. Medicus Acquisition Co.; 80 E. Sir Francis Drake Blvd., Suite 2A; Larkspur, CA 94939
- Nature of Conveyance: Certificate of Merger. Execution Date: May 27, 1998.
- Name and Address of Party to Whom Correspondence Concerning Document should be mailed.

Stephen P. McNamara, Reg. No. 32,745
Attorney for Applicant
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
Tel. 203 324-6155

140E

Mailing Certificate: I hereby certify that this correspondence is today being deposited with the U.S. Postal Service as *First Class Mail* in an envelope addressed to: Box Assignment; Commissioner for Patents and Trademarks; Washington, DC 20231.

February 6, 2001



Stephen P. McNamara

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02/15/2001 BBTONE
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5. Registrations Nos.: **WINCDS**, Reg. No. 2,135,674; **WINCOLLECT**, Reg. No. 2,135,673; **WINREPORT**, Reg. No. 2,137,102; **WINCODER+** Reg. No. 2,138,652; **WINSTATUS**, Reg. No. 2,135,672
6. Total Number of Applications Involved: 5.
7. Total Fee (37 CFR 3.41). \$140.00 due.
8. Authorization to Charge Deposit Account. The Commissioner is hereby authorized to charge any additional fees due by this paper and during the entire pendency of this Application to Account No. 19-4516.
9. Statement and Signature. Total number of pages including cover sheet, attachments and document are 5. To the best of my knowledge and belief, the foregoing information is true and correct and any copy submitted herewith is a true copy of the original document.

Respectfully submitted,



Stephen P. McNamara
Attorney for Applicant
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

CERTIFICATE OF MERGER

MERGING

MEDICUS ACQUISITION CO.

WITH AND INTO

MEDICUS SYSTEMS CORPORATION

Pursuant to Section 251 of the General Corporation Law of
the State of Delaware

Medicus Acquisition Co., a Delaware corporation ("Merger Sub"), and Medicus Systems Corporation, a Delaware corporation ("Medicus"), DO HEREBY CERTIFY AS FOLLOWS:

FIRST: That Merger Sub was incorporated on May 19, 1998, pursuant to the Delaware General Corporation Law (the "Delaware Law"), and that Medicus was incorporated on September 21, 1995, pursuant to the Delaware Law.

SECOND: That an Agreement and Plan of Reorganization, dated as of November 9, 1997 and amended as of February 26, 1998 and March 24, 1998 (the "Agreement"), by and among QusdraMed Corporation and Medicus Systems Corporation, setting forth the terms and conditions of the merger of Merger Sub with and into Medicus (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware Law.

THIRD: That the surviving corporation (the "Surviving Corporation") shall change its name from Medicus Systems Corporation to Medicus Acquisition Co.

FOURTH: That pursuant to the Agreement, the Restated Certificate of Incorporation of Medicus shall be amended and restated as attached hereto as Exhibit A.

AUG 05 '98 10:19 FR BROBECK 6

415 442 1010 TO 2626#024740*0001 P.04/07

MAY 27 '98 08:51 FR BROBECK 6

415 442 1010 TO 9809#024740*0001 P.03/06

FIFTH: That an executed copy of the Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Medicus Acquisition Co.
80 E. Sir Francis Drake Blvd., Suite 2A
Larkspur, CA 94939

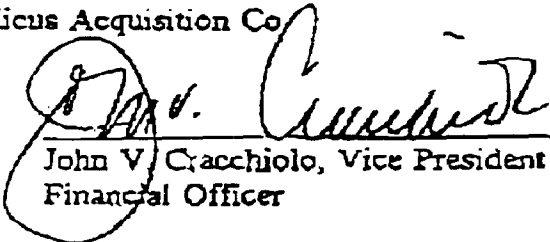
SIXTH: That a copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, each of Merger Sub and Medicus has caused this Certificate of Merger to be executed in its corporate name this 27th day of May, 1998.

Medicus Acquisition Co

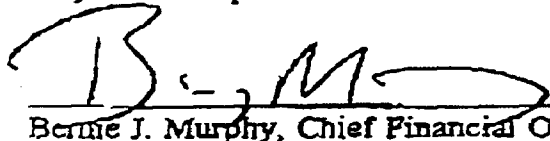
By:



John V. Cracchiolo, Vice President and Chief Financial Officer

Medicus Systems Corporation

By:



Bernie J. Murphy, Chief Financial Officer