

02-26-2001

FORM PTO-1594
1-31-92 M.U.S. DEPARTME



RECORDATION FORM COVER SHEET Patent and Trademark

Office

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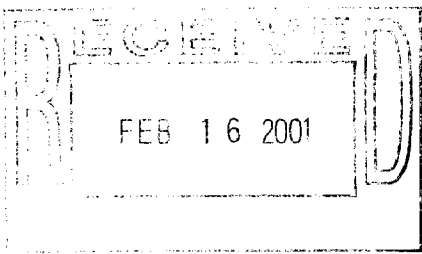
MARKS ONLY

BOX ASSIGNMENTS, Commissioner of Patents and Trademarks, Washington, D.C. 20231
Please record and index the attached original documents or copy thereof.

2-16-01

1. Name of conveying party(ies): CareGuide LLC

Limited Liability Company of State of California



2. Name and address of receiving party(ies):

Name: Global CareGuide, Inc.

Address: 1160 Battery, 4th Floor

City: San Francisco State: CA Zip: 94109

Type of Company: Corporation

Corporation-State: California

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance: Certificate of Merger

Execution Date: February 1, 1998

4. A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,115,388

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Dyann L. Kostello
Michael Best & Friedrich LLP
Suite 3300
100 East Wisconsin Avenue
Milwaukee, WI 53202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00

Enclosed

Deficiencies in fee charged to deposit account

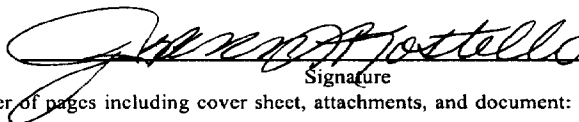
8. Deposit account number: 13-3080

DO NOT USE THIS SPACE

9. 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.

Dyann L. Kostello
Name of Person Signing



Signature

February 14, 2001
Date

Total number of pages including cover sheet, attachments, and document: 3

OMB No. 0651-0011 (exp. 4/94) [FORM] MASSIGN

Attorney File 19422/9004

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State of California
Secretary of State
Bill Jones

LIMITED LIABILITY COMPANY – CERTIFICATE OF MERGER

WHEN COMPLETING FORM, PLEASE TYPE OR PRINT IN BLACK INK.

IMPORTANT - Read The Instructions On The Back Of This Form Before Completing.

THIS SPACE FOR FILING USE ONLY

1. Name of surviving entity: Global CareGuide, Inc.	2. Type of entity Corporation	3. File number: 2066928	4. Jurisdiction of organization: California
5. Name of disappearing entity: CareGuide, LLC	6. Type of entity: LLC	7. File number: 101997097043	8. Jurisdiction of organization: California
9. If a vote was required pursuant to Section 17551 or Section 1200 et seq., enter each class entitled to vote and the percentage of vote required:			
<u>Surviving Entity</u>		<u>Disappearing Entity</u>	
<u>Each class entitled to vote</u>	<u>Percentage of vote required</u>	<u>Each class entitled to vote</u>	<u>Percentage of vote required</u>
100%	51%	100%	51%

10. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required: Yes No

IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, COMPLETE ITEM 11 AND PROCEED TO ITEM 14.

11. Requisite changes to the information set forth in the articles of organization of the surviving limited liability company resulting from the merger. Attach additional pages if necessary:

IF THE SURVIVING ENTITY IS A FOREIGN LIMITED LIABILITY COMPANY OR OTHER BUSINESS ENTITY, SKIP ITEM 11 AND COMPLETE ITEMS 12 THROUGH 15.

12. Principal business address of the surviving foreign limited liability company or other business entity:

Address: 1160 Battery, 4th Floor
 City: San Francisco State: California Zip Code: 94109

13. Other information required to be stated in the certificate of merger pursuant to the laws under which each constituent other business entity was organized. Attach additional pages if necessary.

See attached Agreement and Plan of Merger, and attached Tax Clearance Certificate.

14. Future effective date, if any:

15. Number of pages attached, if any: 8

16. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed. Attach additional signature pages, if necessary.

	Oliver Mittermaier, Chief Executive Officer and Secretary
Signature of authorized person for the surviving entity	Type or print name and title of person signing
	Michael Goldberg, President & Treasurer
Signature of authorized person for the surviving entity	Type or print name and title of person signing
	Oliver Mittermaier, Member
Signature of authorized person for the disappearing entity	Type or print name and title of person signing
	Michael Goldberg, Member
Signature of authorized person for the disappearing entity	Type or print name and title of person signing


CERTIFICATE OF MERGER

February 1, 1998

Oliver Mittermaier and Michael Goldberg, in accordance with the California Corporations Code, and without the formality of convening a meeting, do hereby certify:

- FIRST:** They are the Chief Executive Officer and Secretary and the President and Treasurer, respectively, of Global CareGuide, Inc., a California corporation (the "Corporation").
- SECOND:** The Agreement and Plan of Merger, attached hereto as Exhibit 1, which contains the principal terms of the merger of CareGuide, LLC, a California limited liability company with and into the Corporation, was duly approved by the Board of Directors of the Corporation, by unanimous written consent, and the sole shareholder of the Corporation, by written consent.
- THIRD:** There is one class of shares in the Corporation and the total number of outstanding shares entitled to vote on the merger was one hundred (100) shares of common stock.
- FOURTH:** The affirmative vote of outstanding shares required was fifty-one percent (51%).

We further declare that the matters set forth in this Certificate of Merger are true and correct. Witnessed as of the date first above written.

By: 
Oliver Mittermaier, Chief Executive
Officer and Secretary

By: 
Michael Goldberg, President and
Treasurer