



03-07-2001

To the Assistant Commissioner

101635874

Attached original document

U.S. Patent & TMO/TM Mail Rpt Dt. #71

1. Name of conveying party(ies):

StayWell Health Management Systems, Inc.

37-01

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Assignment
- Other _____
- Merger
- Change of Name

Execution Date: 03/20/98

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

Name: The StayWell Company
 Internal Address: 1100 Grundy Lane
 Street Address: 1100 Grundy Lane

City: San Bruno State: California Zip: 94066-3030

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other _____

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

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?
 Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,637,931

Additional numbers attached? Yes No

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

Name: Melvin A. Hunn

HILL & HUNN LLP

201 Main Street, Suite 1440

Fort Worth, Texas 76102

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 1.21(h))
\$ 40.00

- Enclosed
- Authorized to charge any additional fees due to deposit account **50-1060**

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.

Teresa L. Gwynne

Name of Person Signing

Signature

3-5-01

Date

Total number of pages including cover sheet, attachments, and documents: 11

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Assistant Commissioner for Trademarks, Box Assignments, 2900 Crystal Drive, Arlington, Virginia 22202-3513

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C.



03-07-2001

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #71

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/26/1998
981117048 - 2285969

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Agreement of Merger") is entered into on this 13th day of March, 1998 by and among StayWell Health Management Systems, Inc., which is a corporation for profit organized under the laws of the State of Minnesota ("StayWell"); and by Madison Publishing Corporation, which is a corporation for profit organized under the laws of the Commonwealth of Massachusetts ("Madison"); and by Krames Communications Incorporated, which is a corporation for profit organized under the laws of the State of Delaware ("Krames").

WHEREAS, this Agreement of Merger was approved by resolution adopted by the Board of Directors of StayWell, Madison and Krames on said date and thereafter was submitted to a vote and approved by The Times Mirror Company, a Delaware corporation and the sole shareholder of StayWell, Madison and Krames by written consent in lieu of a meeting on March 16, 1998; and

WHEREAS, StayWell is a corporation for profit organized under the laws of the State of Minnesota with its principal office therein located at 1340 Mendota Heights Road, St. Paul, Minnesota 55120; and

WHEREAS, the total number of shares of stock which StayWell has authority to issue is 800,000 shares of common stock, without par value, and 200,000 shares of preferred stock, without par value, of which 81,817 shares of common stock have been duly issued and are now outstanding; and

WHEREAS, Madison is a corporation for profit organized under the laws of the Commonwealth of Massachusetts with its principal office therein located at 263 Summer Street, Boston, Massachusetts 02210; and

WHEREAS, the total number of shares of stock which Madison has authority to issue is 1,350,000 shares of common stock, par value \$.01 each, 250,000 shares of Series A Preferred stock, par value \$.01 each, and 160,000 shares of Series B Preferred stock, par value \$.01 each, of which 786,000 shares of common stock have been duly issued and are now outstanding; and

WHEREAS, Krames is a corporation for profit organized under the laws of the State of Delaware with its registered office therein located at 1013 Centre Road, Wilmington, Delaware 19805; and

WHEREAS, the total number of shares of stock which Krames has authority to issue is 100 shares of common stock, par value \$.01 each, of which 100 shares have been duly issued and are now outstanding; and

TRADEMARK
REEL: 002252 FRAME: 0400

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by their respective Board of Directors, has caused this Agreement of Merger to be executed by either its President or any Vice President and attested by its Secretary or Assistant Secretary.

Krames Communications Incorporated

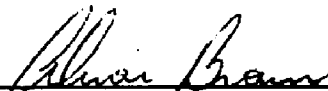
By: Alvin Brown
Vice President

ATTEST:

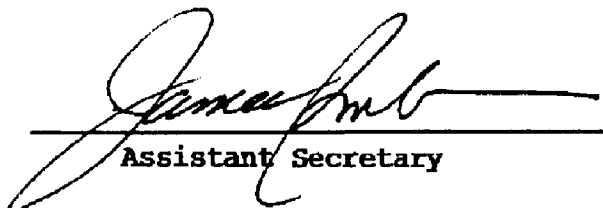
James P. [Signature]
Secretary

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by their respective Board of Directors, has caused this Agreement of Merger to be executed by either its President or any Vice President and attested by its Secretary or Assistant Secretary.

StayWell Health Management Systems, Inc.


By: 
Vice President

ATTEST:



Assistant Secretary

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by their respective Board of Directors, has caused this Agreement of Merger to be executed by either its President or any Vice President and attested by its Secretary or Assistant Secretary.

Madison Publishing Corporation

By: 
Vice President

ATTEST:


Assistant Secretary

CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of Krames Communications Incorporated, does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Date: March 20, 1998


James Imbriaco, Secretary
Krames Communications Incorporated

552
659-138
987E#0471 04-30 ORG&F I \$
987E#0472 04-30 ORG&F I \$
987E#0495 04-30 ORG&F I \$

state of Minnesota

SECRETARY OF STATE

659-138
666-027

CERTIFICATE OF MERGER

I, Joan Anderson Grove, Secretary of State of Minnesota, keeper of the Great Seal of the State and custodian of the documents pertaining to businesses governed by the laws of this State, do hereby certify that: the entities listed below have merged under the provisions of Minnesota law and have designated the surviving entity listed below. I further certify that the merger documents indicate the name change shown below and were filed on and are effective on the dates listed below. I further certify that the ability of the non-surviving participating entities to do business ceased as of the effective date of the merger.

PARTICIPATING ENTITIES:

StayWell Health Management Systems, Inc.-A Minnesota Corporation
Madison Publishing Corporation-A Massachusetts Corporation
Krames Communications Incorporated-A Delaware Corporation

SURVIVING ENTITY: Krames Communications Incorporated

MERGER FILING DATE: March 31, 1998 at 11:59 p.m. (EST)

NAME CHANGE: The StayWell Company

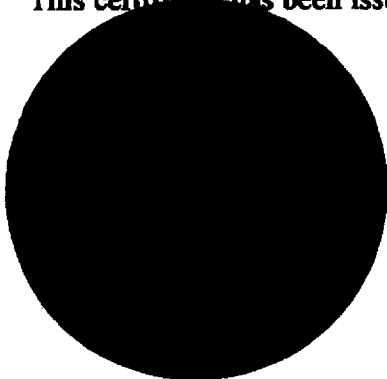
NAME CHANGE FILING DATE: March 31, 1998

This certificate has been issued on April 22nd, 1998.

FILED

APR 29 1998

Administrator
MI DEPT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUFFALO



Joan Anderson Grove
Secretary of State.

#2500 64955 OER CIC