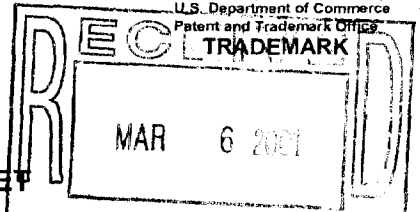


03-23-2001

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



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3-6-01

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
- Merger  Effective Date  
Month Day Year  
10/26/00
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Name Foundation Health Systems, Inc.

Execution Date  
Month Day Year  
10/25/00

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 Health Net, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) \_\_\_\_\_

Address (line 2) 21650 Oxnard Street

Address (line 3) Woodland Hills

California

91367

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other \_\_\_\_\_

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.)

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

03/22/2001 TBIAZ1 00000057 75457005

01 FC:481  
02 FC:482

40.00 DP  
150.00 DP

190E

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Mail documents to be recorded with required cover sheet(s) information to:  
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TRADEMARK  
REEL: 002256 FRAME: 0169

**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)**

**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 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.

Christine L. Lofgren  
Name of Person Signing

Christine Lofgren  
Signature

March 2, 2001  
Date Signed

# Office of the 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:

"HNI SHELL, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "FOUNDATION HEALTH SYSTEMS, INC." UNDER THE NAME OF "HEALTH NET, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2000, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRD DAY OF NOVEMBER, A.D. 2000, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2232691 8100M

AUTHENTICATION: 0758916

001540803

DATE: 10-26-00

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
HNI SHELL, INC.  
INTO  
FOUNDATION HEALTH SYSTEMS, INC.

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Pursuant to Section 253(a) of the General Corporation Law of the State of Delaware

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Foundation Health Systems, Inc., a Delaware corporation, does hereby certify to the following facts relating to the merger of HNI Shell, Inc. into Foundation Health Systems, Inc. (the "Merger"):

**FIRST:** The names and states of incorporation of the constituent corporations to the Merger are as follows:

<u>Name</u>	<u>State</u>
HNI Shell, Inc.	Delaware
Foundation Health Systems, Inc.	Delaware

**SECOND:** Foundation Health Systems, Inc. is the owner of all of the issued and outstanding shares of the capital stock of HNI Shell, Inc.

**THIRD:** The Board of Directors of Foundation Health Systems, Inc., by resolutions duly adopted at a meeting held on June 29, 2000 (true and correct copies of which are attached hereto as Exhibit A), has authorized the Merger in accordance with Section 253 of the General Corporation Law of the State of Delaware. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

**FOURTH:** Effective September 29, 2000, the Board of Directors of HNI Shell, Inc. approved and adopted resolutions authorizing the Merger in accordance with Section 253 of the General Corporation Law of the State of Delaware.

**FIFTH:** Foundation Health Systems, Inc. shall be the surviving corporation of the Merger (the "Surviving Corporation").

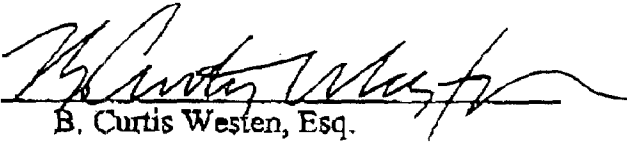
SIXTH: The current Certificate of Incorporation of Foundation Health Systems, Inc. shall be the Certificate of Incorporation of the Surviving Corporation, except that, at the effective time of the Merger, Article First shall be amended to change the name of the Surviving Corporation from Foundation Health Systems, Inc. to Health Net, Inc.

SEVENTH: The Merger shall become effective at 5:00 p.m. (Delaware time) on November 3, 2000.

IN WITNESS WHEREOF, Foundation Health Systems, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name this 25<sup>th</sup> day of October, 2000.

FOUNDATION HEALTH SYSTEMS, INC.

By:



B. Curtis Westen, Esq.

Secretary

**Resolutions of the Board of Directors of  
Foundation Health Systems, Inc.  
Adopted June 29, 2000**

WHEREAS, it is in the best interests of Foundation Health Systems, Inc. (the "Corporation") to merge, pursuant to the laws of Delaware, the Corporation's wholly-owned Delaware subsidiary, HNI Shell, Inc., into the Corporation (the "Merger"), with the Corporation being the surviving entity in said Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Merger of HNI Shell, Inc. with and into the Corporation, with the Corporation being the surviving corporation be, and hereby is, approved; and

FURTHER RESOLVED, that as of the effective date of the Merger the name of the Corporation shall be changed to Health Net, Inc., as set forth in the Certificate of Ownership and Merger and Agreement and Plan of Merger; and

FURTHER RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized and empowered to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered such other agreements, instruments and documents in the name and on behalf of the Corporation and to pay all such fees and expenses as they shall deem necessary, proper or advisable in order to carry out fully the purpose and intent of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that all actions previously taken by any officer, director or employee of the Corporation in connection with any and all actions contemplated by the foregoing resolutions are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.