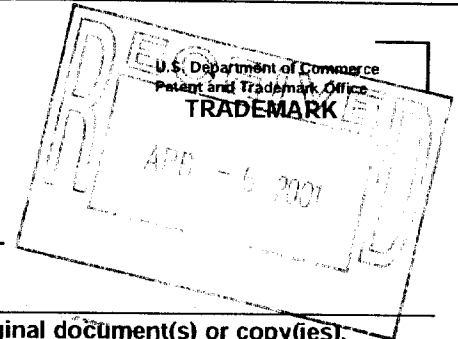


04-18-2001



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4.6.01

### 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  Change of Name
  - Other
- Effective Date  
Month Day Year

#### Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

1628077

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

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- 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

#### FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 002272 FRAME: 0944

**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)

<input type="text" value="1628027"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**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

(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.

Laureen Seeger

Name of Person Signing

Signature

March 23, 2001

Date Signed

State of Delaware

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:

"EXPERT SYSTEMS, INC." A ARIZONA CORPORATION,  
"FIRST STRATEGIC GROUP, LTD." A DELAWARE CORPORATION,  
"NHE SYSTEMS, INC.", A ARIZONA CORPORATION,

WITH AND INTO "NATIONAL HEALTH ENHANCEMENT SYSTEMS, INC." UNDER THE NAME OF "NATIONAL HEALTH ENHANCEMENT SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1997, AT 1:30 O'CLOCK P.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

2103825 8100M  
971442648

AUTHENTICATION: 8830751  
DATE: 12-23-97

## **CERTIFICATE OF OWNERSHIP AND MERGER**

of

**FIRST STRATEGIC GROUP, LTD., a Delaware corporation,  
EXPERT SYSTEMS, INC., an Arizona corporation, and  
NHE SYSTEMS, INC., an Arizona corporation,  
with and into**

**NATIONAL HEALTH ENHANCEMENT SYSTEMS, INC., a Delaware corporation**

Pursuant to Section 253 of the Delaware General Corporation Law, the undersigned corporation adopts the following Certificate of Ownership and Merger for purposes of merging First Strategic Group, Ltd., a Delaware corporation, Expert Systems, Inc., an Arizona corporation, and NHE Systems, Inc., an Arizona corporation (collectively referred to as the "Subsidiaries" and individually as "Subsidiary") with and into National Health Enhancement Systems, Inc., a Delaware corporation ("Parent"), whereby Parent shall be the surviving corporation.

1. Pursuant to Section 103(d) of the Delaware General Corporation Law, the effective time and date of this Certificate of Ownership and Merger shall be 1:30 p.m. EST on December 29, 1997.

2. The name and jurisdiction of incorporation of each constituent corporation are as follows:

First Strategic Group, Ltd., a Delaware corporation  
Expert Systems, Inc., an Arizona corporation  
NHE Systems, Inc., an Arizona corporation  
National Health Enhancement Systems, Inc., a Delaware corporation

Parent shall be the surviving corporation in the merger.

3. Parent is the holder of 100 shares of voting common stock of First Strategic Group, Ltd., a Delaware Corporation, par value of \$0.001 per share, which shares constitute 100% of the issued shares of the Subsidiary.

Parent is the holder of 100 shares of voting common stock of Expert Systems, Inc., an Arizona corporation, no par value per share, which shares constitute 100% of the issued shares of the Subsidiary.

Parent is the holder of 1,000 shares of voting common stock of NHE Systems, Inc., an Arizona corporation, par value of \$0.01 per share, which shares constitute 100% of the issued shares of the Subsidiary.

4. The Board of Directors of the Parent has unanimously agreed to the adoption of the following resolution, which resolution was adopted as of December 22<sup>nd</sup>, 1997:

The Agreement and Plan of Merger attached hereto as Exhibit A is hereby approved in all respects, and the appropriate officers of the Corporation are hereby authorized and empowered, for and on behalf of the Corporation, to execute and file with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger, and with the Arizona Corporation Commission Articles and Plan of Merger and any other instruments necessary or appropriate in connection therewith to carry out the intent of the Agreement and Plan of Merger, to become effective upon the Closing as contemplated in the Merger Agreement.

5. The Certificate of Incorporation of Parent (the surviving corporation) shall be its Certificate of Incorporation after the merger. There are no amendments or changes to the Certificate of Incorporation of the surviving corporation as a result of the merger.

IN WITNESS WHEREOF, National Health Enhancement Systems, Inc. has caused this Certificate of Ownership and Merger to be executed on the 22<sup>nd</sup> day of DECEMBER, 1997.

NATIONAL HEALTH ENHANCEMENT  
SYSTEMS, INC., a Delaware corporation

By: Jeffrey W. Zbricki  
Jeffrey W. Zbricki, Secretary and Senior Vice  
President of Corporate Development

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

**FOR MERGER OF**

**FIRST STRATEGIC GROUP, LTD., a Delaware corporation,  
EXPERT SYSTEMS, INC., an Arizona corporation,  
NHE SYSTEMS, INC., an Arizona corporation, and  
with and into**

**NATIONAL HEALTH ENHANCEMENT SYSTEMS, INC., a Delaware corporation**

This Agreement and Plan of Merger is made as of December 22<sup>nd</sup> 1997, for purposes of outlining the terms and conditions under which First Strategic Group, Ltd., a Delaware corporation, Expert Systems, Inc., an Arizona corporation, and NHE Systems, Inc., an Arizona corporation (collectively referred to as the "Subsidiaries" and individually as a "Subsidiary") will merge with and into National Health Enhancement Systems, Inc., a Delaware Corporation ("Parent"), whereby Parent shall be the surviving corporation. Parent owns 100% of the issued and outstanding capital stock of each of the Subsidiaries. The Agreement and Plan of Merger is set forth as follows:

1. The main offices of the Subsidiaries are as follows:

First Strategic Group, Ltd. - 7032 Cornstock, Suite 100, Whittier, CA 90602  
Expert Systems, Inc. - 1301 Hightower Trail, Suite 201, Atlanta GA 30350  
NHE Systems, Inc. - 3200 N. Central Ave., Suite 1750, Phoenix, AZ 85012

The main office of the Parent is as follows:

3200 N. Central Ave., Suite 1750, Phoenix, AZ 85012.

2. The contemplated merger shall be adopted and approved by each constituent corporation in accordance with, and to the extent required under, the laws of the State of Delaware and the State of Arizona. The merger shall become effective upon the effective time and date as set forth in the Certificate of Ownership and Merger of Parent and the Subsidiaries as filed with the appropriate authorities in the State of Delaware and the Articles and Plan of Merger as filed with the Arizona Corporation Commission.

3. The manner of converting or exchanging the shares of each of the parties to the merger shall be as follows: Upon the effective date of this Agreement and Plan of Merger, (i) the separate existence of each Subsidiary shall cease, (ii) any and all rights, privileges, powers and franchises, public or private, of the Subsidiaries and all property, real, personal and mixed, and all debts due to the Subsidiaries on whatever account, as well as other choses or things in action and all or every other interest of, belonging to or due to the Subsidiaries (the "Subsidiaries' Assets"), shall be taken and deemed to be transferred to and vested in Parent, without further act or deed, to the

same extent that they were vested in or belonged to the Subsidiaries immediately prior to the effective date of the merger, (iii) the distribution of the Subsidiaries' Assets shall be in complete redemption of all outstanding capital stock of the Subsidiaries; (iv) all rights of creditors and all liens on any of the Subsidiaries' Assets shall be preserved and unimpaired, and all debts, liabilities, duties and obligations of the Subsidiaries shall attach to Parent and may be enforced against it to the same extent as if said rights, liens, debts, liabilities, duties or obligations had been incurred, contracted for or assumed by Parent; and (v) any claim, action or proceeding pending by or against the Subsidiaries may be prosecuted to judgment as if the merger had not taken place, or Parent may be substituted in place of the Subsidiaries or subrogated to the rights of the Subsidiaries.

4. Upon the effective date of the contemplated merger, the Certificate of Incorporation of Parent in effect immediately prior to the effective date of the merger shall become the Certificate of Incorporation of the surviving corporation unless and until amended as provided by law and such Certificate of Incorporation.

5. The Bylaws of Parent in effect immediately prior to the effective date of the contemplated merger shall become the Bylaws of the surviving corporation unless and until amended or repealed as provided by law, the Certificate of Incorporation of the surviving corporation and such Bylaws.

6. The officers and directors of Parent immediately prior to the effective date of the contemplated merger shall become the officers and directors of the surviving corporation until their successors shall have been elected or until otherwise selected as provided by the General Corporation Law of Delaware, the Certificate of Incorporation of the surviving corporation, or the Bylaws of the surviving corporation.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, this agreement has been executed by the duly authorized officers of the constituent corporations as of the date and year first above written, pursuant to authority of the board of directors of the Parent.

**PARENT:**

**NATIONAL HEALTH ENHANCEMENT SYSTEMS, INC., a Delaware corporation**

By: Jeffrey T. Zywicki  
Jeffrey T. Zywicki, Secretary and Senior Vice President of Corporate Development

**SUBSIDIARIES:**

**EXPERT SYSTEMS, INC., an Arizona corporation**

By: Jeffrey T. Zywicki  
Jeffrey T. Zywicki, Assistant Secretary

**NHE SYSTEMS, INC., an Arizona corporation**

By: Jeffrey T. Zywicki  
Jeffrey T. Zywicki, President

**FIRST STRATEGIC GROUP, LTD., a Delaware corporation**

By: Jeffrey T. Zywicki  
Jeffrey T. Zywicki, Assistant Secretary



DEC 22 1997

ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

## ARTICLES OF MERGER

of

EXPERT SYSTEMS, INC., an Arizona corporation, and  
NHE SYSTEMS, INC., an Arizona corporation,  
with and into

NATIONAL HEALTH ENHANCEMENT SYSTEMS, INC., a Delaware corporation

Pursuant to A.R.S. §10-1105(A), the undersigned corporations, by and through the undersigned officers, hereby adopt the following Articles of Merger for purposes of merging Expert Systems, Inc., an Arizona corporation, and NHE Systems, Inc., an Arizona corporation (collectively referred to as the "Subsidiaries" and individually as "Subsidiary") with and into National Health Enhancement Systems, Inc., a Delaware corporation ("Parent"), whereby Parent shall be the surviving corporation:

1. Names of Parties. The parties to the merger herein described are Expert Systems, Inc., an Arizona corporation, and NHE Systems, Inc., an Arizona corporation (each of which corporation is a wholly owned subsidiary of the Parent) and National Health Enhancement Systems, Inc., a Delaware corporation ("Parent").

2. Surviving Corporation; Statutory Agent; Certificate of Incorporation. Parent is the surviving corporation. The principal place of business of Parent is 3200 North Central Avenue, Suite 1750, Phoenix, AZ 85012. The statutory agent of Parent is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The Certificate of Incorporation of Parent shall be its Certificate of Incorporation after the merger. There are no amendments or changes to the Certificate of Incorporation of the Parent as a result of the merger.

3. Plan of Merger. The Agreement and Plan of Merger ("Plan of Merger") has been delivered simultaneously with these Articles of Merger.

4. Approvals. The Agreement and Plan of Merger was approved by the Board of Directors of the Parent as of December 22<sup>nd</sup>, 1997. The approval of the shareholders of Parent and Subsidiaries is not required.

5. Effective Time and Date. The effective time and date of these Articles of Merger shall be 1:30 p.m. EST on December 29, 1997.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the \_\_\_  
day of December, 1997.

EXPERT SYSTEMS, INC., an Arizona  
corporation ("Subsidiary")

By: Jeffrey T. Zywicki  
Jeffrey T. Zywicki, Assistant Secretary

NHE SYSTEMS, INC., an Arizona corporation  
("Subsidiary")

By: Jeffrey T. Zywicki  
Jeffrey T. Zywicki, President

NATIONAL HEALTH ENHANCEMENT SYSTEMS,  
INC., a Delaware corporation ("Parent")

By: Jeffrey T. Zywicki  
Jeffrey T. Zywicki, Secretary and Senior Vice  
President of Corporate Development

# AGREEMENT AND PLAN OF MERGER

## FOR MERGER OF

**FIRST STRATEGIC GROUP, LTD., a Delaware corporation,  
EXPERT SYSTEMS, INC., an Arizona corporation,  
NHE SYSTEMS, INC., an Arizona corporation, and  
with and into**

**NATIONAL HEALTH ENHANCEMENT SYSTEMS, INC., a Delaware corporation**

This Agreement and Plan of Merger is made as of December 22<sup>ND</sup>, 1997, for purposes of outlining the terms and conditions under which First Strategic Group, Ltd., a Delaware corporation, Expert Systems, Inc., an Arizona corporation, and NHE Systems, Inc., an Arizona corporation (collectively referred to as the "Subsidiaries" and individually as a "Subsidiary") will merge with and into National Health Enhancement Systems, Inc., a Delaware Corporation ("Parent"), whereby Parent shall be the surviving corporation. Parent owns 100% of the issued and outstanding capital stock of each of the Subsidiaries. The Agreement and Plan of Merger is set forth as follows:

1. The main offices of the Subsidiaries are as follows:

First Strategic Group, Ltd. - 7032 Comstock, Suite 100, Whittier, CA 90602  
Expert Systems, Inc. - 1301 Hightower Trail, Suite 201, Atlanta GA 30350  
NHE Systems, Inc. - 3200 N. Central Ave., Suite 1750, Phoenix, AZ 85012

The main office of the Parent is as follows:

3200 N. Central Ave., Suite 1750, Phoenix, AZ 85012.

2. The contemplated merger shall be adopted and approved by each constituent corporation in accordance with, and to the extent required under, the laws of the State of Delaware and the State of Arizona. The merger shall become effective upon the effective time and date as set forth in the Certificate of Ownership and Merger of Parent and the Subsidiaries as filed with the appropriate authorities in the State of Delaware and the Articles and Plan of Merger as filed with the Arizona Corporation Commission.

3. The manner of converting or exchanging the shares of each of the parties to the merger shall be as follows: Upon the effective date of this Agreement and Plan of Merger, (i) the separate existence of each Subsidiary shall cease, (ii) any and all rights, privileges, powers and franchises, public or private, of the Subsidiaries and all property, real, personal and mixed, and all debts due to the Subsidiaries on whatever account, as well as other choses or things in action and all or every other interest of, belonging to or due to the Subsidiaries (the "Subsidiaries' Assets"), shall be taken and deemed to be transferred to and vested in Parent, without further act or deed, to the

same extent that they were vested in or belonged to the Subsidiaries immediately prior to the effective date of the merger, (iii) the distribution of the Subsidiaries' Assets shall be in complete redemption of all outstanding capital stock of the Subsidiaries; (iv) all rights of creditors and all liens on any of the Subsidiaries' Assets shall be preserved and unimpaired, and all debts, liabilities, duties and obligations of the Subsidiaries shall attach to Parent and may be enforced against it to the same extent as if said rights, liens, debts, liabilities, duties or obligations had been incurred, contracted for or assumed by Parent; and (v) any claim, action or proceeding pending by or against the Subsidiaries may be prosecuted to judgment as if the merger had not taken place, or Parent may be substituted in place of the Subsidiaries or subrogated to the rights of the Subsidiaries.

4. Upon the effective date of the contemplated merger, the Certificate of Incorporation of Parent in effect immediately prior to the effective date of the merger shall become the Certificate of Incorporation of the surviving corporation unless and until amended as provided by law and such Certificate of Incorporation.

5. The Bylaws of Parent in effect immediately prior to the effective date of the contemplated merger shall become the Bylaws of the surviving corporation unless and until amended or repealed as provided by law, the Certificate of Incorporation of the surviving corporation and such Bylaws.

6. The officers and directors of Parent immediately prior to the effective date of the contemplated merger shall become the officers and directors of the surviving corporation until their successors shall have been elected or until otherwise selected as provided by the General Corporation Law of Delaware, the Certificate of Incorporation of the surviving corporation, or the Bylaws of the surviving corporation.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, this agreement has been executed by the duly authorized officers of the constituent corporations as of the date and year first above written, pursuant to authority of the board of directors of the Parent.

**PARENT:**

NATIONAL HEALTH ENHANCEMENT  
SYSTEMS, INC., a Delaware corporation

By: Jeffrey P. Zywicki  
Jeffrey P. Zywicki, Secretary and Senior Vice  
President of Corporate Development

**SUBSIDIARIES:**

EXPERT SYSTEMS, INC., an Arizona corporation

By: Jeffrey P. Zywicki  
Jeffrey P. Zywicki, Assistant Secretary

NHE SYSTEMS, INC., an Arizona corporation

By: Jeffrey P. Zywicki  
Jeffrey P. Zywicki, President

FIRST STRATEGIC GROUP, LTD., a Delaware  
corporation

By: Jeffrey P. Zywicki  
Jeffrey P. Zywicki, Assistant Secretary