

05-01-2001



101695424

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Scrip Care, LLC

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

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

4-16-01

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

Name: Scrip World, LLC APR 16 2001  
Address: 250 North Redwood Rd., #210  
City: North Salt Lake State: Utah ZIP: 84054

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State of Utah
- Other \_\_\_\_\_

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other \_\_\_\_\_

Execution Dates: January 11, 2000

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): 75/856,718

B. Trademark Registration No.(s):

400

Additional numbers attached?  Yes  No

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

Name: H. Dickson Burton  
Trask Britt  
P.O. Box 2550  
Salt Lake City, UT 84110-2550

6. Total number of applications and registrations involved:  1

7. Total fee (37 C.F.R. § 3.41) ..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account (duplicative copy attached)

8. The Commissioner is hereby authorized to charge any deficiency in the required fee or credit any overpayment to deposit account number 20-1469.

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct.

H. Dickson Burton  
Name of Person Signing  
Attorney Docket No. TM1494

[Signature]  
Signature

April 12, 2001  
Date

Total number of pages including cover sheet, attachments and document:  4

Att: Thomas Meacham  
FAX: 532-7543  
4 Pgs

LC 03

**SCRIPWORLD**

250 N. REDWOOD ROAD, SUITE 210  
NORTH SALT LAKE, UTAH 84054

TELEPHONE 801-936-0477  
FACSIMILE 801-936-0478  
WEBSITE scripworld.com

STATE DIV OF  
CORPORATIONS & UCC

APR 12 8 28

*Articles of Amendment*

Original Name of Limited Liability Company: **SCRIP CARE, LLC.**  
Original Registered Office: **234 South 500 West, Bountiful, Utah, 84010-8731**  
Original Date of registration: **June 2<sup>nd</sup>, 1999. LC#035411**

Amendment to Article 1: Name Change:


The new name of the limited liability company, effective December 1, 1999, shall be:  
**SCRIP WORLD, LLC**

Amendment to Article IV: Office:

The new registered office of the limited liability, effective December 1, 1999, shall be:  
**250 North Redwood Road, #210, North Salt Lake, Utah 84054.**

Authorization and Signature:

This day: January 11, 2000.

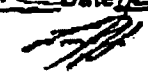
  
Larry R. Madsen  
Manager & President  
250 North Redwood Road, #210  
North Salt Lake, Utah 84054

Enclosed: Copy of Original Articles of Organization  
Filing fee check #10159: \$35.00

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certify that the foregoing has been filed  
and approved on this 12 day of Jan 2000  
in the office of this Division and hereby issue  
this Certificate thereof.

Examiner LCM Date 1/25/00



  
LOREN A. JENSEN  
DIVISION DIRECTOR

0012020569

LG#050411

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certify that the foregoing has been filed  
and approved on the 2 day of 12, 1999  
in the office of this Division and hereby issue  
this Certificate thereof.

CLERK DIV OF  
CORPORATIONS & UCC

ARTICLES OF ORGANIZATION  
OF  
SCRIP CARE, LLC

JAN 12 8:28

Examiner: [Signature] Date: 12/2/99



LORENA R. RIPPON  
DIVISION DIRECTOR

The undersigned persons hereby form a limited liability company under the Utah  
Limited Liability Company Act (the "Act") and adopt the following pursuant thereto:

ARTICLE I  
NAME

The name of the limited liability company is: SCRIP CARE, LLC (hereinafter the  
"Company").

ARTICLE II  
PERIOD OF DURATION

The Company's duration shall commence on the date of filing of these Articles of  
Organization and shall continue through the 31st day of December, 2070, unless earlier  
terminated by law or pursuant to the Company's Operating Agreement.

ARTICLE III  
PURPOSES AND POWERS

The Company is organized for any and all lawful purposes for which companies may be  
organized pursuant to the Act, including but not limited to acquiring, owning, holding for  
investment, developing, constructing upon, managing, selling, leasing, and otherwise dealing  
with all forms of real and personal property, tangible and intangible, wherever located, and all  
other businesses and activities that the Managers may from time to time decide to engage in.

The Company shall have and may exercise all powers necessary or convenient for the  
carrying out of any or all of the purposes for which it is organized.

ARTICLE IV  
REGISTERED AGENT AND OFFICE

The name and address of the initial statutory agent of the Company for service of  
process is Larry R. Madsen of 234 South 500 West, Bountiful, Utah, 84010-8731. The address  
of the initial registered office of the Company is 234 South 500 West, Bountiful, Utah, 84010-  
8731.

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**ARTICLE V  
MANAGEMENT**

The management of the Company shall be vested in a manager or managers. Managers do not need to be members of the Company. The names and addresses of the persons who are to serve as the initial managers, until their resignation or removal, are as follows:

**Richard S. Bulkovinsky**  
8 E. Broadway, Suite 550  
Salt Lake City, Utah 84111

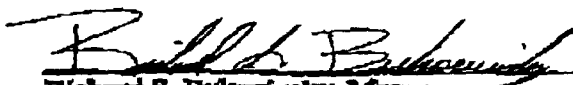
**Brent J. Hillier**  
13111 E. Elderwood Ave., Suite 310  
Englewood, Colorado 80112

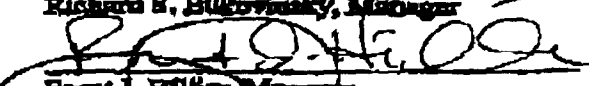
**Larry R. Madson**  
294 South 500 West  
Bountiful, Utah 84010-8731


**ARTICLE VI  
OPERATING AGREEMENT**

The rules, regulations and procedures governing the operations of the Company shall be set forth in an Operating Agreement which shall be adopted by the members of the Company.

In Witness Whereof, the undersigned have executed these Articles of Organization this 26<sup>th</sup> day of May, 1999.

  
Richard S. Bulkovinsky, Manager

  
Brent J. Hillier, Manager

  
Larry R. Madson, Manager and  
Registered Agent

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