

05-11-2001

5-261

RE



IEET

101714679

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

1. Name of conveying party(ies): **Patient-Wise Corporation**
State of Wisconsin Corporation

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

Name: **PatientWise Corporation**

Address: 708 57th Street

City: Kenosha State: WI Zip: 53140

Type of Company: Corporation

Corporation-State: Delaware

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 Ownership and Merger

Execution Date: **August 22, 2000**

4. A. Trademark Application No.(s) 76/015,675; 76/022,697; 76/077,850 and 76/077,851

B. Trademark Registration No.(s) _____

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
100 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4108

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41):.....\$ 115.00

Enclosed

Deficiencies in fee charged to deposit account

8. Deposit account number: 13-3080

05/11/2001 LMUELLER 00000006 76015675

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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

May 2, 2001
Date

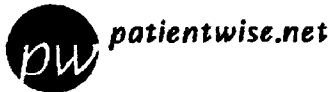
Total number of pages including cover sheet, attachments, and document: 4

United States Postal Service Express Mail Mailing Label No. EL716054411US

cc: Docketing

TRADEMARK
REEL: 002293 FRAME: 0751

CERTIFICATE OF OWNERSHIP AND MERGER



MERGING

PATIENT-WISE CORPORATION, a Wisconsin corporation

INTO

PATIENTWISE CORPORATION, a Delaware corporation

Patient-Wise Corporation, a corporation organized and existing under the laws of Wisconsin, DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 2nd day of February, 2000, pursuant to Wisconsin Business Corporation Act, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.

SECOND: That this corporation owns one hundred percent of the outstanding shares of common stock of PatientWise Corporation, a corporation incorporated on the 15th day of August, 2000 pursuant to General Corporation Law of the State of Delaware.

THIRD: That the directors of Patient-Wise Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 22nd day of August, 2000, determined to merge itself into said PatientWise Corporation.

RESOLVED, that Patient-Wise Corporation merge, and it hereby does merge itself into said PatientWise Corporation which assumes all of the obligations of Patient-Wise Corporation.

FURTHER RESOLVED, that the merger shall be effective upon filing with the Secretary of State of Delaware.

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

Each issued share of common stock of the terminating corporation shall, at the time of the merger, be converted into and exchanged solely for one fully paid and non-assessable share of common stock of the surviving corporation. Each issued share of the surviving corporation shall be cancelled and no consideration shall be delivered in exchange therefor.

FURTHER RESOLVED, that the proposed merger shall be submitted to the stockholders of Patient-Wise Corporation by the

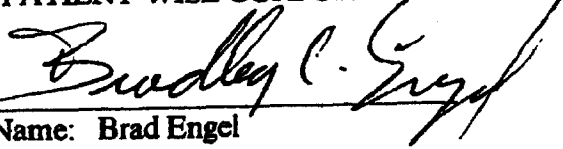
unanimous written consent of its members, filed with the minutes of the Board; and

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge itself into said PatientWise Corporation, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and

FOURTH: that the proposed merger has been adopted, approved, certified, executed and acknowledged by Patient-Wise Corporation in accordance with the laws of the State of Wisconsin, under which the corporation was organized.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Patient-Wise Corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said Patient-Wise Corporation has caused this Certificate to be signed by Bradley Engel, its President, this 22nd day of August, 2000.

PATIENT-WISE CORPORATION
By 
Name: Brad Engel
Title: President

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:

"PATIENT-WISE CORPORATION", A WISCONSIN CORPORATION, WITH AND INTO "PATIENTWISE CORPORATION" UNDER THE NAME OF "PATIENTWISE CORPORATION", 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. 2000, AT 10 O'CLOCK A.M.

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



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0881927

DATE: 12-28-00

RECORDED: 05/02/2001

TRADEMARK
REEL: 002293 FRAME: 0754