FORM PTO-1594 (Modified)

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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

**Attorney Docket No.: 49492-0179** 

To the Honorable Commissioner of Patent and Trademarks: Please record	the attached original documents or copy thereof.
1. Name of conveying party(ies):	2. Name and address of receiving party(ies):
Innovative Pharmaceutical Strategies, Inc. Ohio Corporation	FFI Rx Managed Care, Inc. 3502 Henderson Blvd., Suite 300 Tampa, Florida 33609
3. Nature of conveyance:  [ ] Assignment [X] Merger [ ] Security Agreement [ ] Change of Name [ ] Other:  Execution Date: March 28, 2001  Effective Date: March 30, 2001	[] Individual(s) citizenship: [] Association: [] General Partnership: [] Limited Partnership: [X] Corporation-State: Florida [] Other:  If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: [] Yes; [X] No  (Designations must be a separate document from Assignment)
Application number(s) or registration number(s):     A. Trademark Application No.(s):	B. Trademark Registration No.(s): 2,408,746
Name and address of party to whom correspondence document should be mailed:	6. Total number of applications and registrations involved: 1
Brett I. Miller, Esq. Morgan, Lewis & Bockius LLP 1800 M Street, N.W. Washington, D.C. 20036 Telephone: 202-467-7846	7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00
Facsimile: 202-467-7176 E-Mail: <u>bmiller@morganlewis.com</u>	
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	nature  Total number of pages including cover sheet, attachments and document:

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T-130 P.02/08 F-202



# Prescribed by J. Kenneth Blackwell

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Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form 🔲 Yes

### CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a marger, set forth the following facts:

VIVI	NG ENTITY	MOLIVEU
-	name of the enally surviving the merger is:	MAR 3 0 2001
251	Rx Managed Care, Inc.	1 brane
		L KENWERH BLACKWELL SECRETARY OF STATE
	te Change. As a result of this merger, the name of the surviving unity has be	en changed to the following:
(00	plete only if name of surviving chuty is changing through the morger)	
The :	surviving curity is a. (Please check the appropriate box and fill in the app	ropriste blaples)
$\supset$	Damestic (Ohio) for-profit corporation, observer number	_
]	Domestie (Ohio) non-profit corporation, charter number	· -
3	Foreign (Non-Ohio) corporation incorporated under the laws of the state/oranser business in the State of Ohio under thomas number 878134	•
I	Foreign (Non-Obio) corporation incorporated under the laws of the states becaused to transact business in the State of Obio.	COUNTRY of and NOT
3	Domenic (Ohio) limited liability company, with regulation number	
	Foreign (Non-Obio) limited liability company, with regulation number  Foreign (Non-Obio) limited liability company organized under the laws of and registered to do business in the State of Obio under registration number	the state/country of
]	Foreign (Non-Ohlo) limited liability company organized under the laws of and NOT registered to do business in the State of Ohlo.	the sum/country of
)	Domestic (Ohio) limited partnership, with registration number	
]	Foreign (Non-Ohio) limited parmership organized under the laws of the regulated to do business in the State of Ohio under registration number	state/country of and
	Foreign (Non-Obio) limited permership organized under the laws of the NOT registered to do business in the state of Obio.	smit/country of and
]	Domestic (Oluo) partnership having limited liability, with the registration is	
	Foreign (Non-Ohio) parmership having limited, inthility organized un and registered to do business in the State of Ohio under	der the laws of the muc/country of registration number
	foreign (Non-Ohio) non-profit incorporation moder the laws of the state/co	
	Foreign (Non-Ohio) non-profit incorporation under the laws of the state becaused to transact business in the state of Ohio	e/county of and not
	Page 1 of 7	Version: 7/15/99

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214-858-4343-9

T-139 P.03/08 F-299

# J. Kenneth Blackwell Secretary of State

	The name, charter/license/registration number, type of entity, a which is a party to the merger are as follows: (If this is linear				
	reparate sheet liming the merging entities)	State/Country of Organization	Type of Engly		
	Impovenius Pharmacentical Strategies, Inc. (No. 952061)	Obio	Common		
	Phoenix Communications International Inc. (No. 900468)	<u>ardO</u>	Concension		
m.	MERGER AGREEMENT ON FILE	•			
	The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of marger upon written request:				
	FFI Ra Managed Care, Inc.	3507 Henderson Blvd. S	e, 300		
	(TATE)	(street and number)			
	Tampa	Florida	33600		
	(cto, village or township)	(STATE)	(21p code)		
Į٧.	EFFECTIVE DATE OF MERGER				
	This merger is to be effective on: the later of March 31, 200 Secretary of State of Ohio (if a date is specified, the date must merger cannot be earlier than the date of filing, if no date is specified.	be a date on or after the date of filing; the	effective date of the		
٧.	MERGER AUTHORIZED				
••					
••	The laws of the state or country under which each constituent approved and authorized by each of the constituent entities in co and the parsons signing this certificate on behalf of each of the c	mpliance with the laws of the state under	which it is organized,		
VL	The laws of the state or country under which each constituent approved and authorized by each of the constituent entities in co	mpliance with the laws of the state under	which it is organized,		
	The laws of the state or country under which each constituent approved and authorized by each of the constituent entities in country the parsons against this certificate on behalf of each of the c	mpliance with the laws of the state under easitation commes are duly authorized to d	which it is organized, a so.		
	The laws of the state or country under which each constituent approved and authorized by each of the constituent entities in co and the persons signing this certificate on behalf of each of the constituent ACENT	mpliance with the laws of the state under easitation commes are duly authorized to d	which it is organized, 0 so. may be served is:		
	The laws of the same or country under which each constituent approved and authorized by each of the constituent entities in coand the parsons signing this certificate on behalf of each of the constituent and the parsons of the countries on behalf of each of the constituent and address of the authoring entity's statutory agent in	empliance with the laws of the state under constituent cultiles are duly authorized to describe whom any process, notice or demand	which it is organized, a so.  They be served it:		
	The laws of the same or country under which each constituent approved and authorized by each of the constituent entities in coand the parsons signing this certificate on behalf of each of the constituency agent of the name and address of the authorizing entity's statutory agent of lame.  [Dame]  Mecohoms	mpliance with the laws of the state under entitle or cultiles are duly suphorized to depend on the manual point whom any process, notice or demand 6536 Craw Br. St. 1 (spress and number)	which it is organized, a so.  They be served is:  05  44056		
	The laws of the state or country under which each constituent approved and authorized by each of the constituent entities in co and the parsons signing this certificate on behalf of each of the constituent and address of the authorized entity's statutory agent in lames I Mindala (pame)	mpliance with the laws of the state under essitatent cultiles are duly authorized to describe the many process, notice or demand  6536 Craw Dr. St. 1 (573001 and mumber)	which it is organized, a so.  They be served it:		
	The laws of the same or country under which each constituent approved and authorized by each of the constituent entities in coand the parsons signing this certificate on behalf of each of the constituency agent of the name and address of the authorizing entity's statutory agent of lame.  [Dame]  Mecohoms	mpliance with the laws of the state under constituent cultiles are duly authorized to depend whom any process, notice or demand (spaces and number)  Oftio (spaces and number)	which it is organized, a so.  may be served is:  05  44056 (zap code)		
VL	The laws of the same or country under which each constituent approved and authorized by each of the constituent entities in country the persons signing this certificate on behalf of each of the constituent and the persons signing this certificate on behalf of each of the constituent and address of the surviving entity's statutory agent to large and address of the surviving entity agent to large (city, village or township)  (city, village or township)  (The stem MUST be completed if the surviving entity is a purportized to conduct business in the state of Ohio)  ACCEPTANCE OF AGENT	pon whom any process, nonce or demand  6536 Crow Dr. Sec. ]  (special number)  Otto  (special number)	which it is organized, a so.  may be served is:  05  44056 (inprode)  gistered or otherwise		
VL	The laws of the same or country under which each constituent approved and authorized by each of the constituent entities in coand the persons signing this certificate on behalf of each of the constituent against this certificate on behalf of each of the constituent and address of the surviving entity's statutory agent to lame.  [name]  Maccolomia  (city, village or township)  (This stem MUST be completed if the surviving entity is a particulated to conduct burners in the state of Ohio)	pon whom any process, nonce or demand  6536 Crow Dr. Sec. ]  (special number)  Otto  (special number)	which it is organized, a so.  may be served is:  05  44056 (inprode)  gistered or otherwise		
VL	The laws of the state or country under which each constituent approved and authorized by each of the constituent entities in coand the persons signing this certificate on behalf of each of the constituent and the persons signing this certificate on behalf of each of the constituent and address of the surviving entity's statutory agent updated.  [Carry, village or township)  [This stem lattest be completed if the surviving entity is a particular to conduct business in the state of Ohio)  ACCEPTANCE OF AGENT  The undersigned, named herein as the statutory agent for the accepts the appointment of statutory agent for the accepts.	pon whom any process, nonce or demand  6536 Crow Dr. Sec. ]  (special number)  Otto  (special number)	which it is organized, a so.  may be served is:  05  44056 (inprode)  gistered or otherwise		
VL	The laws of the state or country under which each constituent approved and authorized by each of the constituent entities in country the persons signing this certificate on behalf of each of the constituent and the persons signing this certificate on behalf of each of the constituent and address of the surviving entity's statutory agent to lame.    James J. Mindala (name)   Maccionia (city, village or township)	pon whom any process, nonce or demand  5536 Crow Dr. Sw. 1  (successful mumber)  Otho  (successful mumber)  foreign entity which is not discussed, re- shove-referenced surviving entity, here	which it is organized, a so.  They be served is:  05  44056 (Imp code)  gistered or otherwise  by schmowledges and		
VL	The laws of the same or country under which each constituent approved and authorized by each of the constituent entities in coand the persons signing this certificate on behalf of each of the card the persons signing this certificate on behalf of each of the card the persons signing this certificate on behalf of each of the card the persons signing this certificate on behalf of each of the card in the name and address of the authorized appropriate and the same and the standard entity agent for the authorized to conduct burners in the stant of Ohio)  ACCEPTANCE OF AGENT  The undersigned, named berein as the samularly agent for the acceptance of users between the samularly agent for the acceptance of users must be completed by domestic turn surviving entity has changed, or the numed agent differs in an	pon whom any process, nonce or demand  5536 Crow Dr. Sw. 1  (successful mumber)  Otho  (successful mumber)  foreign entity which is not discussed, re- shove-referenced surviving entity, here	which it is organized, a so.  They be served is:  05  44056 (Imp code)  gistered or otherwise  by schmowledges and		

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T-199 P. 34/08 F-299

### J. Kepneth Bluckwell Secretary of State

#### VILL STATEMENT OF MERGER

Upon films, or upon such later date as specified herein, the merging entry/entitles bated herein shall merge into the listed surviving entry: FFI Ry Managed Care, Inc.

#### AMENDMENTS

The families of incorporation, articles of organization, cartificate of limited partnership or registration of partnership having lumited liability (circle appropriate term) of the surviving domestic empty have been sciended. Please see attached "Exhibit A. (Please now, if there will be no change please state "no change"). NO CHANGE

### QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

The luxed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited parmership, or parmership having limited liability desires to mansact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited parmetship, or parmetship having limited liability, and hereby appoints the following as its statutory agent upon whom process, nonce or demand against the entity may be served in the spins of Ohio. The name and complete address of the statutory agant is:

James J Mindala	4335 Crop Dr. 3rc, 105		
(name)	(Street and	number)	
Macedonia	Ohto	44056	
(city, village of township)	(state)	(200 code)	

The subject surviving foreign corporation, bank savings bank, savings and loan, limited liability company, limited parmorrhip, or parmership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of Since of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited hability company, limited permeration, or parmeration having lumined liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and luen's, limited liability company's, limited partnership's, or parmership having limited hability's license or registration to do business in Ohio expires or is especial.

- The qualifying emity also states as follows: (Complete only if applicable)
  - Foreign Notice Under Section 1703.031 NOT APPLICABLE

(If the qualifying entry is a foreign bank, savings bank, or savings and loan, then the following information must be completed)

The name of the Foreign Nationally/Federally chargered bank, savings bank, or savings and loan association is: (b.) The name(s) of any Trude Name(s) under which the corporation will conduct business. The location of the main office (non-Ohio) shall be:

(street address) (ztp code) (State) (county) (city, township, or vallage)

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### J. Kenneth Bluckwell Secretary of State

	( <b>q</b> ')	The principal office location in the state of Obio shall be:					
			(street address)				
		(city, towaship, or village)	(county)	(state)	(zip code)		
		(Please note, if there will not be an office	in the state of Ohio, please	list none.)			
	(c )	The corporation will exercise the follow automaty of the business to be conducted;			provide a boef		
2	Fore	go Qualifying Limited Liability Compan	y-NOT APPLICABLE				
	(If the	qualifying entity is a foreign limited liabili	ry company, the following m	Companion must be	completed.)		
	( <u>a</u> .)	The name of the limited liability company	in its state of organization/re	Signation p.			
	(b.)	The name under which the lumited liability company desires to transact business in Ohio to.					
	(c.) The limited liability company was enginized or registered on under the state/country of :						
	(d-)	The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is					
		(street address)					
		(city, nownship, or village)	(comply)	(17mle)	(Stå coge)		
3.		ga Qualifying Limited Partnership-NOI					
	(If th	the qualifying entity is a foreign limited partition, the following information must be completed)					
	( <b>L</b> .)	The name of the limited partnership is:					
	(b.)	The limited parmership was formed on					
	(c.)	The address of the office of the limited partnership in its state/country of organization is.					
		(street address)					
		(city, towaship, of village)	(county)	(state)	(zip code)		
	(4.)						
		(street address)					
		(city, township, or village)	(canaly)	(50.60)	(mp code)		
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# J. Kengeth Blackwell Secretary of State

	mufficient space to cover this here, planse a	which a separate sheet Listing to	is general partners a	nd their respects
	address of the office where a list of the man and their respective capital contributions.		residence address	s of the limp
		(street address)		
	(city, township, or village)	(contry)	(state)	(ztp code)
er (	ned permership in Obio is canceled or we qualifying Partnership Having Limited mame of the partnership thall be:		BLE	
Ple	see complete the following appropriate se	ection (either item b(1) of b(	2ຫຼາ	
(1-)	The address of the parmership's princ	apel office in Obje 15.		
		(succe same and number)		
	(city, Wilace or to	waship)	Qhio(state)	(zip code)
	(If the persnership does not have a completed)		iken isems 62 and	वेन्त्र ८ मध्य ।
(2.)	The address of the parmership's princ	upal office (Nun-Obio)		
		(spect address)		-
	(city, village or to	(אינאביי)	(Marc)	(2ip code)
Th	name and address of a statumry agent fo	or service of process in Ohio	is as follows:	
_	(DATE)		(उपटका बर्धवास्त्र)	
	(city, cowastup, or village)	(consty)	(51±10)	(xip code)
Pk	sec indicate the scale of intradiction in ag	, 23	ibility Parmership l	ous been forme
	e business which the parmership engages	in se.		

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# J. Kenneth Blackwell Secretary of State

The endersigned constituent entities have eaused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the dates) stated below.

PFLRx Metterd Care Inc.	
(Exact russes of critis)	(Exoct raime of exhibit
By Danie Pulling	Ву:
In: Vice President	
Date: March 28, 2001	Dete:
Innevative Pharmaceutical Surgeries, Inc.	Phoenix Cammunications Internances Line.
i am Deforman	and the pure
By: David A. George	By: David A. George
In: President	In: Prendem
Date: March 28, 2001	Date: March 28, 2001
(Exect name of exists)	(Econt name of inter)
Ву:	Ву:
la:	33:
Date:	Date
(Exect name of entity)	(Duti abus of ward)
_	Ву:
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(Exect name of antity)	(Exact same of antity)
By:	By:
Ns:	112:
Date:	Date:
	Page 6 of 7 Version: 7/15/
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