

05-30-2001



SHEET

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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): **Seraphim Inc.**
 State of Wisconsin Corporation
MSD
5-21-01

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: Wisconsin
 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: **Plan and Agreement of Merger**
 Execution Date: **March 29, 2001**

4. A. Trademark Application No.(s) **76/077,866** 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: **_1**

7. Total fee (37 CFR 3.41):.....\$ 40.00
 Enclosed *VOE*
 Deficiencies in fee charged to deposit account

8. Deposit account number: 13-3080

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
Dyann L. Kostello
 Signature
 May 22, 2001
 Date
 Total number of pages including cover sheet, attachments, and document: 5

United States Postal Service Express Mail Mailing Label No. EL700651456US

cc: Docketing

PLAN AND AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 29th day of March, 2001, pursuant to Section 253 of the Delaware General Corporation Law and Section 180.1104 of the Wisconsin Business Corporation Law, between PatientWise Corporation, a Delaware corporation, and Seraphim Incorporated, a Wisconsin corporation.

WHEREAS, the constituent corporations desire to merge into a single corporation;

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST, PatientWise Corporation hereby merges into itself Seraphim Incorporated (the "Merged Corporation") and Seraphim Incorporated shall be and hereby is merged into PatientWise Corporation (the "Merger") which shall be the Surviving Corporation (the "Surviving Corporation").

SECOND, the Certificate of Incorporation of PatientWise Corporation as heretofore amended and as in effect on the date of the Merger provided in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this Merger.

THIRD, the manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the Surviving Corporation shall be as follows:

a. Each share of common stock of the Surviving Corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

b. Each share of common stock of the Merged Corporation which shall be outstanding on the effective date of this Agreement shall be cancelled, retired and shall cease to exist and no cash, shares or other consideration shall be delivered or deliverable in exchange therefor.

FOURTH: The terms and conditions of the Merger are as follows:

a. The by-laws of the Surviving Corporation as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided.

b. The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders or until their successors shall have been elected and qualified.

c. This Merger shall become effective upon filing with the Secretary of State of Delaware.

d. Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation respectively. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of either constituent corporation at any time prior to the time that this Agreement filed with the Secretary of State of Delaware becomes effective. This Agreement may be amended by the Board of Directors of its constituent corporations at any time prior to the time that this Agreement filed with the Secretary of State of Delaware becomes effective.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused this Agreement to be executed by the authorized officers whose signatures are set forth below of each party hereto as the respective act, deed and agreement of said corporations on this

29th day of March, 2001.

Seraphim Incorporated

By 

Bradley C. Engel, its President

PatientWise Corporation

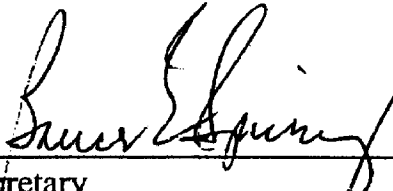
By 

Bradley C. Engel, its Acting President

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I, Bruce Spivey, MD, Secretary of PatientWise Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Seraphim Incorporated, a corporation of the State of Wisconsin, was duly adopted pursuant to subsection (f) of Section 251 of Title 8 of the Delaware Code and pursuant to subsection (l) of Section 180.1104 of the Wisconsin Business Corporation Law without any vote of the stockholders of the Surviving Corporation; and that the Plan and Agreement of Merger does not amend in any respect the Certificate of Incorporation of the Surviving Corporation, and each share of stock of PatientWise Corporation outstanding immediately prior to the effect of the merger is to be an identical outstanding or treasury share of the Surviving Corporation after the effective date of the merger, no shares of common stock of the Surviving Corporation and no shares, securities or obligations convertible into such stock are to be issued or shares delivered under the plan of merger, and that the Plan and Agreement of Merger was thereby adopted by action of the Board of Directors of said PatientWise Corporation, and is duly the adopted agreement and act of PatientWise Corporation.

WITNESS my hand on this 29th day of March, 2001.



Secretary