

07-23-2001

7-18-01



101785083

TO: The Commissioner of Patents and

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
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date  
Month Day Year  
06/28/01

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- 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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

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

07/20/2001 BBYRNE 00000253 78021678

01 FC:481  
02 FC:482

00.00 IP  
25.00 OP

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TRADEMARK  
REEL: 2333 FRAME: 0251

**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)

**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**

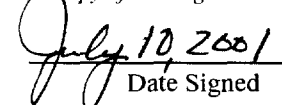
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Steven D. Thomas

Name of Person Signing



Signature



Date Signed

Secretary of State  
Division of Business Services

312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 06/28/01  
REQUEST NUMBER: 4232-1289  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 06/28/01 1326  
EFFECTIVE DATE/TIME: 06/28/01 1326  
CONTROL NUMBER: 0159889

TO:  
POTOMAC CORP  
1283 MURFREESBORO RD  
NASHVILLE, TN 37127

RE:  
MEDIFAX, INC.  
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

-----  
FOR: ARTICLES OF MERGER

ON DATE: 06/28/01

FROM:  
POTOMAC GROUP (MUR)  
1283 MURFREESBORO GR  
NASHVILLE, TN 37127-0000

RECEIVED: FEES \$100.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00002901208  
ACCOUNT NUMBER: 00370714



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE  
TRADEMARK

REEL: 2333 FRAME: 0253

4 28 2001 2 12 13 13

ARTICLES OF MERGER

In accordance with the provisions of Section 48-21-107 of the Tennessee Business Corporation Act (the "Act"), Potomac Acquisition Sub, Inc., a Tennessee corporation ("Merger Sub"), and The Potomac Group, Inc., a Tennessee corporation ("Potomac"), collectively referred to herein as the "Merging Corporations," hereby adopt the following Articles of Merger for the purpose of merging Merger Sub with and into Potomac.

RECEIVED

COLLECTIVE 28 JUN 28 2001

NILEY DARNELL SECRETARY OF STATE

FILED

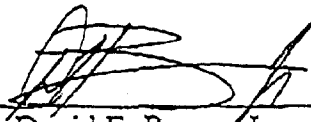
1. The Plan of Merger that has been approved by each of the Merging Corporations in the manner prescribed by the Act is set forth in Appendix A attached hereto and is incorporated for all purposes into these Articles of Merger.
2. Approval of the Plan of Merger by the shareholders of Potomac and Merger Sub is required by the Act.
3. The Plan of Merger was approved at a duly called special meeting of the shareholders of Potomac on June 26, 2001, by the affirmative vote of a majority of all of the votes entitled to be cast.
4. The Plan of Merger was approved by action taken on written consent of the sole shareholder of Merger Sub dated as of June 5, 2001.
5. The Merger will become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Tennessee.

Dated as of June 28, 2001.

*[The remainder of this page intentionally left blank.]*

4 2 3 2 1 2 3 1 3

THE POTOMAC GROUP, INC.,  
a Tennessee corporation

By:   
Name: David F. Bacon, Jr.  
Title: President and Chief Operating Officer

POTOMAC ACQUISITION SUB, INC.,  
a Tennessee corporation

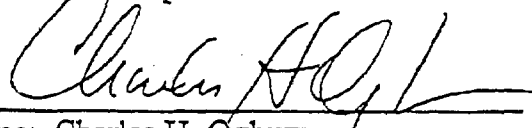
By: \_\_\_\_\_  
Name: Charles H. Ogburn  
Title: President and Chief Executive Officer

4 12 3 12 11 22 3 1

THE POTOMAC GROUP, INC.,  
a Tennessee corporation

By: \_\_\_\_\_  
Name: David F. Bacon, Jr.  
Title: President and Chief Operating Officer

POTOMAC ACQUISITION SUB, INC.,  
a Tennessee corporation

By:  \_\_\_\_\_  
Name: Charles H. Ogburn  
Title: President and Chief Executive Officer

## APPENDIX A

## PLAN OF MERGER

1. Constituent Corporations; Surviving Corporation. The corporations proposing to merge are The Potomac Group, Inc., a Tennessee corporation ("Potomac"), and Potomac Acquisition Sub, Inc., a Tennessee corporation ("Merger Sub"). Merger Sub proposes to merge with and into Potomac (the "Merger"), with Potomac being the "Surviving Corporation."
2. Terms and Conditions of Merger. The Merger shall be consummated pursuant to and in accordance with this Plan of Merger and in accordance with that certain Agreement and Plan of Merger, dated as of June 5, 2001, by and among TPG Holding Company Limited, a Cayman Islands corporation, Potomac Holding Company, a Delaware corporation ("Holdco"), Merger Sub and Potomac, a copy of which is maintained at the principal places of business of Potomac and Holdco (the "Agreement and Plan of Merger"). Capitalized terms used herein but not defined herein shall have the meanings given them in the Agreement and Plan of Merger. The Merger will become effective upon the filing of the Articles of Merger with the Secretary of State of the State of Tennessee (the "Effective Time").
3. Continuation of Potomac. The identity, purpose, existence, rights, privileges, powers, franchises, properties, and assets of Potomac shall continue unaffected and unimpaired by the Merger.
4. Termination of Existence of Merger Sub. At the Effective Time, the separate existence of Merger Sub shall cease, and all rights, privileges, powers, properties and assets of Merger Sub shall be vested in the Surviving Corporation and shall be the property of the Surviving Corporation.
5. Organization of Surviving Corporation.
  - a. Charter. The Charter of Potomac shall be the Charter of the Surviving Corporation (the "Charter") after the Effective Time, until thereafter amended in accordance with the Tennessee Business Corporation Act; provided, however, that Article I of the Charter shall be amended to state that "The name of the Corporation is MediFAX, Inc."
  - b. Bylaws. The Bylaws of Potomac shall be the Bylaws of the Surviving Corporation after the Effective Time, until thereafter changed or amended.
  - c. Directors and Officers. The members of the Board of Directors of Merger Sub immediately prior to the Effective Time shall become the members of the Board of Directors of the Surviving Corporation as of the Effective Time, and until the earlier of their respective resignations or the time that their respective successors are duly elected or appointed and qualified. The officers of Potomac immediately prior to the Effective Time shall become the officers of the Surviving Corporation holding the same positions as held in Potomac by such officers, respectively, as of the Effective Time, and until the earlier of their respective

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100

resignations or the time that their respective successors are duly elected or appointed and qualified.

6. Conversion of Shares.

a. Potomac Common Stock. At the Effective Time, each share of Potomac common stock, par value \$.01 per share, issued and outstanding at the Effective Time (other than shares constituting dissenting shares) shall be converted into the right to receive \$7.50 in cash, as provided in Article 4 of the Agreement and Plan of Merger.

b. Merger Sub Common Stock. At the Effective Time, each share of common stock, par value \$.01 per share, of Merger Sub issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one fully paid and nonassessable share of common stock of the Surviving Corporation. Once converted, such shares shall constitute the only outstanding shares of capital stock of the Surviving Corporation.



July 10, 2001

**Via Certified Mail**  
**7000 1670 0010 8430 6308**

Commissioner of Patents and Trademarks  
**BOX ASSIGNMENTS**  
Washington, D.C. 20231

**Steven D. Thomas**  
Attorney at Law

T 919 286 8122  
F 919 416 8322  
steventhomas@mvalaw.com

**Moore & Van Allen PLLC**

Suite 800  
2200 West Main Street  
Durham, NC 27705-4658

**Re: Recordation of Merger.**

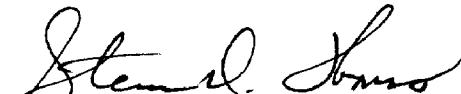
Dear Sir/Madam:

Please find enclosed the following documents for recording with the Patent and Trademark Office.

1. Recordation Form Cover Sheet - Trademarks;
2. Articles Of Merger, which merges The Potomac Group, Inc. with and into MediFAX, Inc.;
3. Check No. 32450 in the amount of Sixty-Five Dollars (\$65.00); and
4. Post Card acknowledgement of filed Merger documents.

Sincerely yours,

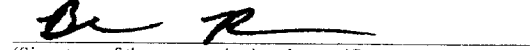
Moore & Van Allen PLLC

  
Steven D. Thomas

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.

Bon Bruner  
(Typed or printed name of person signing the certificate)

  
(Signature of the person signing the certificate)

7/10/01  
(Date of Signature)