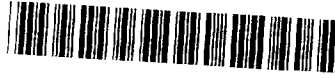


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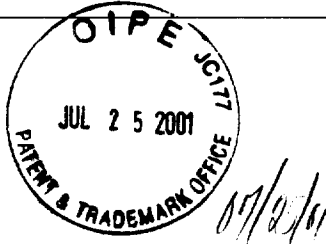


Attorney Docket No.: 49492-0196

101795035

To the Honorable Commissioner of Patent and Trademarks: *please return* documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>ADVP Operations, L.P. a Delaware limited partnership</p>	<p>2. Name and address of receiving party(ies):</p> <p>AdvancePCS, L.P. 5215 N. O'Connor Boulevard Suite 1600 Irving, Texas 75039-3742</p>
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3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: November 17, 2000
Effective Date: November 28, 2000

Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership: Delaware
 Corporation-State:
 Other:

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

1,854,289

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

Brett I. Miller, Esq.
Morgan, Lewis & Bockius LLP
1800 M Street, N.W.
Washington, D.C. 20036

Telephone: 202-467-7846
Facsimile: 202-467-7176
E-Mail: bmill@morganlewis.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) Cal. $\frac{1}{0} \times \$40.00 = \$ \underline{40.00}$
 $\frac{0}{0} \times \$25.00 = \$ \underline{0.00}$
Total \$ 40.00

Authorized to charge any additional fees to deposit account

8. Deposit account number: 13-4520

07/31/2001 TDIAZI 00000114 1854289
01 FC:481 40.00 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.

Brett I. Miller, Esq. July 25, 2001
Name of Person Signing Signature Date

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

State of Delaware
Office of the Secretary of State

PAGE 1

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 AMENDMENT OF "ADVP OPERATIONS, L.P.", CHANGING ITS NAME FROM "ADVP OPERATIONS, L.P." TO "ADVANCEPCS, L.P.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0848129

DATE: 12-12-00

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001592969

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ADV P OPERATIONS, L.P.**

It is hereby certified that:

FIRST: The name of the limited partnership (hereinafter called "the partnership") is ADV P Operations, L.P.

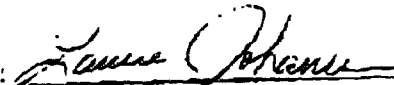
SECOND: Pursuant to the provisions of Section 17-202, Title 6, Delaware Code, the Certificate of Limited Partnership is amended as follows:

The Article thereof numbered Article I shall be and shall read as follows:
The name of the limited partnership is AdvancePCS, L.P.

The Article thereof numbered Article III shall be and shall read as follows:
The name and address of each general partner is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Advance Paradigm, Inc.	5215 N. O'Connor Boulevard Suite 1600 Irving, Texas 75039

The undersigned, general partner of the partnership, executed this Certificate of Amendment on November 17, 2000.

Advance Paradigm, Inc., General Partner
By: 
Laura I. Johansen, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/28/2000
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