

08-20-2001

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Consolidated Health Coalition, Inc.

8-13-01

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Massachusetts
- Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

Execution Date: December 31, 1996

2. Name and address of receiving party(ies)

Name: Consolidated Group, Inc.

Internal Address: 15 Pleasant Street Connector

Street Address: P.O. Box 9191

City: Framingham State: MA Zip: 01701

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Massachusetts
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2021233

Additional number(s) attached  Yes  No

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

Name: Peter Spingola

Internal Address: Kirkland & Ellis

Street Address: 200 East Randolph Drive

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account **any overpayment and/or credit**

8. Deposit account number:

22-0440

(Attach duplicate copy of this page if paying by deposit account)

**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.*

Peter Spingola

Name of Person Signing

Peter Spingola  
Signature

8-13-01

Date

5

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

38233-3

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

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**TRADEMARK**  
**REEL: 002351 FRAME: 0306**

The Commonwealth of Massachusetts

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William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF \*CONSOLIDATION / \*MERGER  
(General Laws, Chapter 156B, Section 78)

\*Consolidation / \*merger of

McConsolidated Group, Inc. (04-2849023)

Consolidated Group Claims, Inc. (04-2777918)

Consolidated Health Coalition, Inc. (04-3215497)

the constituent corporations, into

Consolidated Group Claims, Inc.

\*a new corporation / \*one of the constituent corporations.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of \*consolidation / \*merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 78, and will be kept as provided by Subsection (d) thereof. The \*resulting / \*surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the \*consolidation / \*merger determined pursuant to the agreement of \*consolidation / \*merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

December 31, 1996

3. (For a merger)

\*\*The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

Article I

The name of the corporation is: Consolidated Group, Inc.

C  
P  
M  
R.A.

\*Delete the inapplicable word.

\*\*If there are no provisions state "None".

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

**(For a consolidation)**

**(a) The purpose of the resulting corporation is to engage in the following business activities:**

N/A

**(b) State the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue.**

N/A

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

**\*\* (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.**

N/A

**\*\* (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:**

N/A

**\*\* (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:**

N/A

*\*\* If there are no provisions state "None"*

4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the ~~resulting~~ / \*surviving corporation.

(a) The street address of the ~~resulting~~ / \*surviving corporation in Massachusetts is: (post office boxes are not acceptable)  
15 Pleasant Street Connector, P.O. Box 9191, Framingham, MA 01701-9191

(b) The name, residential address, and post office address of each director and officer of the ~~resulting~~ / \*surviving corporation is.

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Timothy T. Clifford	41 Rolling Meadow Dr. Holliston, MA 01746	same
Treasurer: Donald R. Fitch	9 Davis Road Southborough, MA 01772	same
Clerk: Charles W. Berry	17 Ringbolt Road Hingham, MA 02043	same
Directors: William L. Bennett	149 Common Street Dedham, MA 02026	same
James K. Murray, III	4421 West Clear Ave. Tampa, FL 33629	same
Timothy T. Clifford	41 Rolling Meadow Dr. Holliston, MA 01746	same


(c) The fiscal year (i.e. tax year) of the ~~resulting~~ / \*surviving corporation shall end on the last day of the month of:

December

(d) The name and business address of the resident agent, if any, of the ~~resulting~~ / \*surviving corporation is:


None

The undersigned officers of the several constituent corporations listed above further state under the penalties of perjury as to their respective corporations that the agreement of ~~consolidation~~ / \*merger has been duly executed on behalf of such corporation and duly approved by the stockholders of such corporation in the manner required by General Laws, Chapter 156B, Section 78.

  
Timothy T. Clifford, ~~\*President~~ / ~~\*Vice President~~

  
Charles W. Berry, ~~\*Clerk~~ / ~~\*Assistant Clerk~~

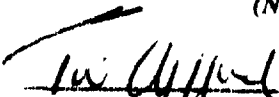

of Consolidated Group, Inc.  
(Name of constituent corporation)

  
Timothy T. Clifford, ~~\*President~~ / ~~\*Vice President~~

  
Charles W. Berry, ~~\*Clerk~~ / ~~\*Assistant Clerk~~

of Consolidated Group Claims, Inc.  
(Name of constituent corporation)

\*Delete the inapplicable words.

 Timothy T. Clifford, President  Charles W. Berry, Clerk

of Consolidated Health Coalition, Inc.

TRADEMARK

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THE COMMONWEALTH OF MASSACHUSETTS

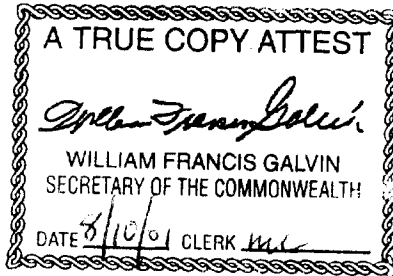
ARTICLES OF \*CONSOLIDATION / \*MERGER

(General Laws, Chapter 156B, Section 78)

I hereby approve the within Articles of \*Consolidation / \*Merger and, the filing fee in the amount of \$ 250.00, having been paid, said articles are deemed to have been filed with me this 24<sup>th</sup> day of DECEMBER, 1996.

Effective date: 12/31/96

*William Francis Galvin*  
**WILLIAM FRANCIS GALVIN**  
*Secretary of the Commonwealth*



**TO BE FILLED IN BY CORPORATION**

Photocopy of document to be sent to:

Jason A. Sokolov, Esq.  
Rubin and Rudman LLP

50 Rowes Wharf  
Boston, MA 02110

(617) 330-7000

Telephone: \_\_\_\_\_

TRADEMARK

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RECORDED: 06/15/2001