

MMO
12-6-01

Form PTO-1
(Rev. 03/01)
OMB No. 01
Tab setting

12-13-2001



101914338

FORM COVER SHEET
ARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Health Services Corporation
of America

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

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

3. Nature of conveyance:

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

Execution Date: October 31, 2001

2. Name and address of receiving party(ies)

Name: MedAssets HSCA, Inc.

Internal Address: Suite 150

Street Address: 100 North Point Center East

City: Alpharetta State: GA Zip: 30022

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

Additional number(s) attached Yes No

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

Name: Kim A. Walker

Internal Address: Willkie Farr & Gallagher

Street Address: 787 Seventh Avenue

City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved: 31

7. Total fee (37 CFR 3.41).....\$ 790

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-2405

(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.

Kim A. Walker
Name of Person Signing

Kim A. Walker
Signature

12/6/01
Date

Total number of pages including cover sheet, attachments, and document: 6

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

12/13/2001 LMUELLER 00000011 232405 1761648

01 FC:481
02 FC:482

40.00 CH
750.00 CH

TRADEMARK
REEL: 002407 FRAME: 0547

Trademark	Registration/(Application) No.
CD Quick	1,761,648
CAP	1,789,618
Cooperative Acquisition Program	1,679,089
HSCA Today	1,779,654
The Laboratory Program by HSCA	1,638,600
The Materials Management Program by HSCA	1,751,504
NorAm	2,276,685
National in Scope ... Regionally Directed ... Personally in Touch	1,705,316
National Healthcare Coalition	2,359,950
North American Health Alliance	2,058,444
PEPS	1,741,616
Pharmacy Practice Digest by HSCA	2,414,555
The Pharmacy Program by HSCA	1,656,422
Synergies by HSCA (United States Patent and Trademark Office)	1,925,813
The Travel Agency by HSCA	1,722,535
Health Services Corporation of America	1,324,969
Miscellaneous Design	2,081,653
PrimeCare by HSCA	2,472,203
HSCA Clinical Pharmacy Program	2,436,543
Health Careers Foundation by HSCA	1,718,732
Health Services Corporation of America	1,324,969

COVER SHEET -- Page 3

CAPTURE	(75/670,819)
[CDQuickNet]	(75/763,004)
HSCA SELECT	(75/868,924)
HSCA SELECTNET	(76/084,330)
[HSCA TODAY/IMAGING]	(76/010,481)
HSCA TODAY/PERIOPERATIVE	(76/084,338)
HSCA TODAY/SELECT	(76/084,339)
Improving Purchasing to Improve Healthcare	(75/670,820)
[The Food & Nutrition Program by HSCA]	(75/811,269)
The HSCA Pharmacy Monitor	(75/606,729)

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MEDASSETS INSOURCE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "HEALTH SERVICES CORPORATION OF AMERICA" UNDER THE NAME OF "MEDASSETS HSCA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF NOVEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3079837 8100M

AUTHENTICATION: 1425724

010553530

DATE: 11-02-01

TRADEMARK
REEL: 002407 FRAME: 0550

**CERTIFICATE OF MERGER
 OF
 MEDASSETS INSOURCE, INC.
 WITH AND INTO
 HEALTH SERVICES CORPORATION OF AMERICA**

(PURSUANT TO SECTION 251 OF THE GENERAL
 CORPORATION LAW OF THE STATE OF DELAWARE)

It is hereby certified that:

1. The name and state of incorporation of each of the constituent corporations participating in the merger herein certified are as follows:

(i) Health Services Corporation of America, which is a corporation incorporated under the laws of the State of Delaware ("HSCA"); and

(ii) MedAssets InSource, Inc., which is a corporation incorporated under the laws of the State of Delaware ("InSource").

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by HSCA and InSource in accordance with Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Health Services Corporation of America, which will continue its existence as said surviving corporation under the name MedAssets HSCA, Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of HSCA shall continue to be the Certificate of Incorporation of said surviving corporation until amended pursuant to the provisions of the General Corporation Law of the State of Delaware; provided, however that Article I of the Certificate of Incorporation shall be amended and restated in its entirety as follows:

"ARTICLE I.

NAME

The name of the corporation is: **MEDASSETS HSCA, INC."**

5. The executed Agreement and Plan of Merger between HSCA and InSource is on file at the principal place of business of the aforesaid surviving corporation, the address of which is MedAssets HSCA, Inc., 100 North Point Center East, Suite 150, Alpharetta, Georgia 30022.

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request and without cost, to any stockholder of HSCA or InSource.

IN WITNESS WHEREOF, each of the undersigned have caused this Certificate of Merger to be signed in its corporate name and on its behalf by its duly authorized officer, as of October 31, 2001.

HEALTH SERVICES CORPORATION
OF AMERICA

By: /s/ Jonathan H. Glenn
Name: Jonathan H. Glenn
Title: Vice President

MEDASSETS INSOURCE, INC.

By: /s/ Jonathan H. Glenn
Name: Jonathan H. Glenn
Title: Vice President