

12-27-2001

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)



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

Tab settings

101925989

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

1. Name of conveying party(ies):

Medical Dynamics, Inc.

12-18-01

- Individual(s)
- General Partnership
- Corporation-State Colorado
- 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: August 8, 2001

2. Name and address of receiving party(ies)

Name: CADI Acquisition Corporation

Internal

Address: Suite 200

Street Address: 1765 The Exchange

City: Atlanta State: GA Zip: 30339

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

1299413      1719664      1833758  
1788021      2111413

Additional number(s) attached  Yes  No

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

Name: Richard L. Haury, Jr., Esq.

Internal Address:

c/o Morris, Manning & Martin, LLP  
Street Address: 1600 Atlanta Financial Center  
3343 Peachtree Road, NE

City: Atlanta State: GA Zip: 30326

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Richard L. Haury, Jr., Esq.  
Name of Person Signing

Signature

10-5-01  
Date

Total number of pages including cover sheet, attachments, and document: 7

1/2001 LMUELLER 00000028 1299413

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

:481      40.00 OP  
:482      100.00 OP

## TRADEMARK ASSIGNMENT

THIS **TRADEMARK ASSIGNMENT** is made this 8th day of August, 2001, by the undersigned, Medical Dynamics, Inc., a Colorado corporation (the "Company"), for the benefit of CADI Acquisition Corporation, a Colorado corporation ("CADI") and wholly-owned subsidiary to PracticeWorks, Inc., a Delaware corporation ("PracticeWorks"), as a result of that certain Amended and Restated Agreement and Plan of Merger and Reorganization (the "Agreement") by and among the Company, PracticeWorks, InfoCure Corporation, a Delaware corporation and CADI, dated October 10, 2000 and as amended on October 30, 2000, December 19, 2000, March 2, 2001 and April 16, 2001.

WHEREAS, the Company has been using and is the owner of all rights in and to the following trademarks, the registrations thereof and the goodwill of the business symbolized by said trademarks:

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>
MEDICAL DYNAMICS	1,299,413	10/09/84
ADAIR/VERESS NEEDLE	1,719,664	09/22/92
LAP-WRAP	1,833,758	05/03/94
BAYNE/PAP BRUSH	1,788,021	08/17/93
TRUE VISION	2,111,413	11/04/97

WHEREAS, as a condition of the above referenced transaction, the Company desires to transfer to CADI, the above-mentioned trademarks, the registrations, and the goodwill of the business symbolized by these marks.

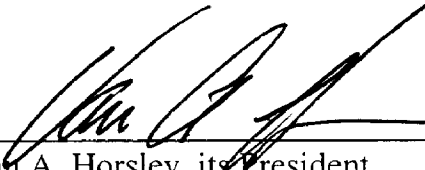
NOW, THEREFORE, the Company does hereby assign unto CADI, all of its right, title and interest in and to the above-mentioned trademarks, the above-mentioned registrations, the goodwill of the business symbolized by said marks and the right to sue, either at law or in equity, and to recover for any past or future infringement thereof.

[SIGNATURES BEGIN ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Company has caused this document to be executed on its behalf as of the 8<sup>th</sup> day of August, 2001.


**COMPANY:**

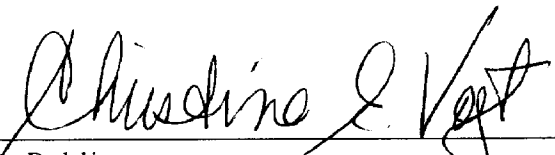
Medical Dynamics, Inc.

By:   
Van A. Horsley, its President

STATE OF GEORGIA

COUNTY OF FULTON

Signed before me by Van A. Horsley, President of Medical Dynamics, Inc. on this   
day of August, 2001.

  
Notary Public

My Commission Expires: 9-14-2001

ARTICLES OF MERGER

between

*DPC 19991238222*  
*NECS (SURVIVOR)*  
CADI ACQUISITION CORPORATION,  
a Colorado corporation

and

*DPC 19871221789*  
*NECS*  
MEDICAL DYNAMICS, INC.  
a Colorado corporation

FILED  
DONETTA DAVIDSON  
COLORADO SECRETARY OF STATE

20011155911 C  
\$ 60.00  
SECRETARY OF STATE  
08-08-2001 14:20:11

These Articles of Merger are submitted by and on behalf of CADI Acquisition Corporation, a wholly-owned subsidiary of PracticeWorks, Inc. (the "Surviving Corporation") and Medical Dynamics, Inc., a Colorado corporation (the "Merging Corporation"). Both the Merging Corporation and the Surviving Corporation are Colorado corporations. Medical Dynamics shall merge with and into CADI Acquisition and CADI Acquisition will survive the merger and continue as a wholly owned subsidiary of PracticeWorks, Inc.

These Articles of Merger are submitted pursuant to, and provide the information required by, Colorado Revised Statutes ("CRS") §7-111-105:

- (a) An Amended and Restated Agreement and Plan of Merger and Reorganization dated October 10, 2000, as amended (the "Merger Agreement"), has been adopted and executed by the Merging Corporation and the Surviving Corporation and a Plan of Merger is attached as exhibit A.
- (b) Not applicable.
- (c) Approval of owners of the Merging Corporation and approval of the shareholders of the Surviving Corporation was required.
  - 1. The Merging Corporation approved the Merger Agreement by sufficient vote of its shareholders at a Special Meeting of Shareholders held on August 7, 2001.
  - 2. The Surviving Corporation approved the Merger Agreement by unanimous consent of its sole shareholder on April 17, 2001.
- (d) Not applicable.

*JT*

By their signatures below, each of the undersigned does hereby confirm and acknowledge this Articles of Merger pursuant to the provisions set forth above this Aug 8 day of August, 2001.

Medical Dynamics, Inc.,  
a Colorado corporation

By: [Signature]  
Van A. Horsley, President

CADI Acquisition Corporation,  
a Colorado corporation

By: [Signature]  
Richard E. Perlman, Chairman of the Board

By: [Signature]  
Pat Horsley Adair, Secretary

ATTEST

By: [Signature]  
James A. Cochran, Senior Vice President,  
Chief Financial Officer and Secretary

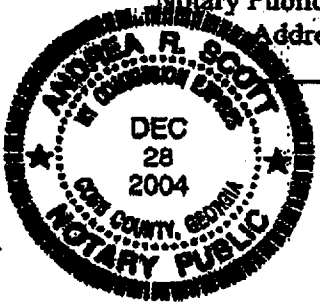
State of Georgia )  
County of Cobb )ss.

8<sup>th</sup> The foregoing instrument was subscribed to, sworn, and acknowledged before me this day of August, 2001, by Richard E. Perlman, Chairman of the Board and James A. Cochran, Senior Vice President, Chief Financial Officer and Secretary of CADI Acquisition Corporation, a Colorado corporation.

Witness my hand and official seal.

Notary Public: Andrea R. Scott  
Address: 1765 The Exchange  
Atlanta, GA 30389

My commission expires:  
12/28/04

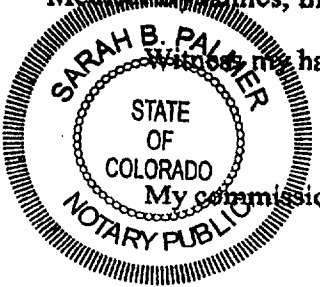


State of Colorado )  
County of Arapahoe )ss.

8<sup>th</sup> The foregoing instrument was subscribed to, sworn, and acknowledged before me this day of August, 2001, by Van A. Horsley, President and Pat Horsley Adair, Secretary of Medical Dynamics, Inc., a Colorado corporation.

Witness my hand and official seal.

Notary Public: Sarah Palmer  
Address: 5445 DTC Parkway  
Greenwood Village, CO 80111



My commission expires:  
9-21-2004

## **PLAN OF MERGER**

Required by §7-111-101 of Colorado Revised Statutes  
In connection with the Agreement and Plan of Merger and Reorganization  
dated as of December 21, 1999, by and among  
InfoCure Corporation, a Delaware corporation,  
Medical Dynamics, Inc., a Colorado corporation and  
CADI Acquisition Corporation, a Colorado corporation,  
as amended and restated as of October 10, 2000 and  
as further amended thereafter (the "Agreement").

Although InfoCure Corporation is a party to the Agreement, InfoCure Corporation assigned certain of its rights and obligations under the Agreement to PracticeWorks, Inc. effective March 5, 2001. As a result, PracticeWorks, Inc. is also a party to the Agreement. PracticeWorks, Inc. and InfoCure Corporation are both Delaware corporations. Neither PracticeWorks, Inc., or InfoCure Corporation is participating in the merger contemplated by the Agreement except through the issuance of shares of their common stock and (in the case of PracticeWorks, Inc.) shares of its Series B convertible preferred stock.

The following sets forth the provisions of the Agreement meeting the requirements for the term "Plan of Merger" as set forth in §7-111-101 of Colorado Revised Statutes:

1. The name of each corporation planning to merge and the name of the surviving corporation into which each corporation plans to merge is as follows:
  - (a) CADI Acquisition Corporation, a Colorado corporation, is the surviving corporation and is referred to herein as "Merger Sub".
  - (b) Medical Dynamics, Inc., a Colorado corporation, is the corporation planning to merge into the Merger Sub and is referred to herein as the "Company".
2. The terms and conditions of the merger set forth in the Agreement are as follows:
  - (a) Each of the parties shall use its reasonable efforts to cause the Merger to constitute a tax-deferred "reorganization" under Section 368(a) of the Code.
  - (b) The Agreement contains certain confidentiality provisions.
  - (c) The Agreement requires the approval of the shareholders of the Company pursuant to a proxy statement and registration statement filed under the Securities Exchange Act of 1934 and the Securities Act of 1933, respectively.
  - (d) The Agreement requires that the Company use its reasonable efforts to maintain and preserve their respective business organizations and to retain the services of their respective officers and key employees and maintain relationships with customers, suppliers and other third parties to the end that

their goodwill and ongoing business shall not be impaired in any material respect and otherwise continue to conduct its operations and maintain its assets in the ordinary course of business.

- (e) The Agreement provides for the conversion of options and warrants which had been issued by the Company into options and warrants to purchase shares of the parent corporation of the Merger Sub, PracticeWorks, Inc.
- (f) The Agreement provides that as a condition of the completion of the merger of the Company into the Merger Sub (the "Merger"):
  - i. no temporary restraining order, preliminary or permanent injunction or other order or decree which prevents the consummation of the Merger shall have been issued and remain in effect, and no statute, rule or regulation shall have been enacted by any governmental body which prevents the consummation of the Merger.
  - ii. no proceeding shall be instituted by any governmental body which seeks to prevent consummation of the Merger or seeking material damages in connection with the Merger which continues to be outstanding.
  - iii. the registration statement shall have been declared effective by the Securities and Exchange Commission under the Securities Act of 1933. No stop order suspending the effectiveness of the registration statement or any part thereof shall have been issued by the SEC and no proceedings for that purpose and no similar proceeding in respect of the proxy statement shall have been initiated or, to the knowledge of parties, threatened in writing by the SEC.
  - iv. the shares of common stock of PracticeWorks, Inc. issuable to the shareholders of Company upon completion of the Merger and such other shares required to be reserved for issuance in connection with the Merger shall have been authorized for listing on Nasdaq or the American Stock Exchange upon official notice of issuance.
  - v. all waiting periods, if any, under the HSR Act relating to the Merger will have expired or terminated early.
  - vi. approval of the shareholders of the Company shall have been obtained.
  - vii. the parties shall have obtained customary representations, warranties, and legal opinions.
  - viii. the completion of certain other covenants and conditions.

3. The Company's common stock will not be converted into securities of the Merger Sub. The Company's common stock will be converted into: (a) shares of common stock of InfoCure Corporation and PracticeWorks, Inc. and shares of Series B convertible preferred stock of PracticeWorks, Inc.; or (b) cash, on the following basis:
  - (a) Upon completion of the merger, for stockholders who hold more than 100 shares of Medical Dynamics common stock, each share of Medical Dynamics common stock will be exchanged into:
    - 0.06873 shares of common stock of InfoCure Corporation;
    - 0.017183 shares of common stock of PracticeWorks, Inc.; and
    - 0.07558 shares of series B convertible preferred stock of PracticeWorks.
  - (b) Stockholders holding 100 or fewer shares of the Company's common stock of record on the date the merger is completed will receive cash at the rate of \$0.75 per share of the Company's common stock. Persons who hold these shares in a brokerage account will be required to have their shares issued in their name before tendering them for this cash payment.
4. There will be no amendments to the articles of incorporation of the surviving corporation to be effected by the merger.
5. The Agreement contains additional provisions which are not required by §7-111-101 of Colorado Revised Statutes to be set forth in the Plan of Merger.



RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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- Corporation-State Colorado
- Other \_\_\_\_\_

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

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Internal

Address: Suite 200

Street Address: 1765 The Exchange

City: Atlanta State: GA Zip: 30339

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

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(Designations must be a separate document from assignment)  
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Internal Address: \_\_\_\_\_

c/o Morris, Manning & Martin, LLP  
Street Address: 1600 Atlanta Financial Center

3343 Peachtree Road, NE

City: Atlanta State: GA Zip: 30326

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7. Total fee (37 CFR 3.41).....\$ 140.00

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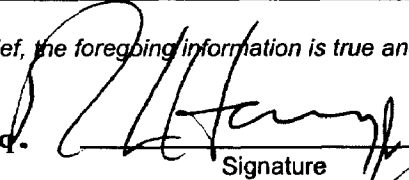
DO NOT USE THIS SPACE

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.

Richard L. Haury, Jr., Esq.

Name of Person Signing



Signature

10-5-01

Date

Total number of pages including cover sheet, attachments, and document: 7

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