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To the Honorable Commissioner of F

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
InfoCure Corporation *11-5-02*

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

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

2. Name and address of receiving party(ies):
Name: **VitalWorks Inc.**
Internal Address: _____
Street Address: **239 Ethan Allen Highway**
City: **Ridgefield** State: **CT** Zip: **06877**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of 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 names(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **July 25, 2001**

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

A.. Trademark Application No(s).
76/102,332

Additional numbers attached? Yes No

B. Trademark Registration No(s).

RECEIVED
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COMMERCIAL
SECTION

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

Name: **Barry R. Lipsitz**
Internal Address: _____
Street Address: **755 Main Street**
City: **Monroe** State: **CT** ZIP: **06468**

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

8. Deposit account number:
The Commissioner is hereby authorized to charge any deficiency in the payment of the required fee(s) or credit any overpayment to Deposit Account No. 50-0625.

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.

Barry R. Lipsitz *[Signature]* **October 31, 2002**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: **4**

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

11/12/2002 LMUELLER 00000006 76102332
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Office of the Secretary of State

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:

"SDM ACQUISITION, INC.", A MICHIGAN CORPORATION,
"THOROUGHRED ACQUISITION, INC.", A GEORGIA CORPORATION,
"VITALWORKS.COM, INC.", A DELAWARE CORPORATION,

WITH AND INTO "INFOCURE CORPORATION" UNDER THE NAME OF "VITALWORKS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D. 2001, AT 3 O'CLOCK P.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

AUTHENTICATION: 1268312

DATE: 07-30-01

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FROM CORPORATION TRUST WILMINGTON DE

** TOTAL PAGE.02 **

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
THOROUGHBRED ACQUISITION, INC.,
VITALWORKS.COM, INC.
AND
SDM ACQUISITION, INC.
INTO
INFOCURE CORPORATION**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, InfoCure Corporation (the "Corporation") hereby certifies:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the capital stock of Thoroughbred Acquisition, Inc., a corporation incorporated pursuant to the Georgia Business Corporations Code ("Thoroughbred").

THIRD: That the Corporation owns all of the outstanding shares of the capital stock of VitalWorks.com, Inc., a corporation incorporated pursuant to the General Corporation Law of the State of Delaware ("VitalWorks.com").

FOURTH: That the Corporation owns all of the outstanding shares of the capital stock of SDM Acquisition, Inc., a corporation incorporated pursuant to the Michigan Business Corporation Act ("SDM").

FIFTH: That the Corporation, by the adoption of the following resolutions by the unanimous written consent of its Board of Directors dated as of July 24, 2001, determined to merge each of Thoroughbred, VitalWorks.com and SDM into the Corporation and to change the corporate name of the Corporation to "VitalWorks Inc." on the conditions set forth in such resolutions:

RESOLVED: That the Corporation shall merge into itself its wholly owned subsidiary, VitalWorks.com, Inc., a Delaware corporation ("VitalWorks.com") with the Corporation as the surviving corporation, and shall assume all of VitalWorks.com's liabilities and obligations.

RESOLVED: That the President and Chief Executive Officer and the Chief Financial Officer of the Corporation (the "Authorized Officers") are jointly and severally authorized and directed to prepare, execute and file with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger setting forth a copy of the preceding resolutions and this resolution, the filing thereof to be conclusive evidence of the authorization thereof by the Board of Directors of the Corporation.

RESOLVED: That the Corporation shall merge into itself its wholly owned subsidiary, Thoroughbred Acquisition, Inc., a Georgia corporation ("Thoroughbred") with the Corporation as the surviving corporation, and assume all of

11-20-2001

Thoroughbred's liabilities and obligations in accordance with the Plan of Merger attached hereto as Exhibit A.

RESOLVED: That the Authorized Officers are jointly and severally authorized and directed to prepare, execute and file with the Secretary of State of the State of Georgia the Articles of Merger substantially in the form attached hereto as Exhibit B, the filing thereof to be conclusive evidence of the authorization thereof by the Board of Directors of the Corporation.

RESOLVED: That the Corporation shall merge into itself its wholly owned subsidiary, SDM Acquisition, Inc., a Michigan corporation ("SDM," and referred to collectively with VitalWorks.com and Thoroughbred as the "Subsidiaries") with the Corporation as the surviving corporation, and shall assume all of SDM's liabilities and obligations; and that upon the effectiveness of the mergers with the Subsidiaries, the Corporation's corporate name shall be changed to "VitalWorks Inc."

RESOLVED: That Authorized Officers are jointly and severally authorized and directed to prepare, execute and file with the Secretary of State of the State of Michigan a Certificate of Merger substantially in the form of Exhibit C attached hereto, the filing thereof to be conclusive evidence of the authorization thereof by the Board of Directors of the Corporation.

RESOLVED: That the Authorized Officers are jointly and severally authorized, for and on behalf of the Corporation and in its name, to execute, acknowledge, and deliver, under seal if required or desirable, all such agreements, instruments and other documents in any other jurisdiction, and to take all such other actions, as the Authorized Officer or Authorized Officers so acting shall deem necessary or desirable to give effect to the foregoing resolution; and that the execution, acknowledgment or delivery of any such agreement, instrument or document, or the taking of any such action, by any such officer shall constitute conclusive evidence of its having been authorized hereby.

SIXTH: That henceforth, the name of the Corporation shall be "VitalWorks Inc."



IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this

Certificate of Ownership and Merger to be signed by its President and Chief Executive Officer as of July

25th 2001.

INFOCURE CORPORATION

By: Joseph M. Walsh
Joseph M. Walsh
President and Chief Executive Officer

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JUL 31 2001 10:56 FR HALE AND DORR
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JUL 27 2001 10:47 CT CORPORATION