

To the Honorable Commissione



e attached original documents or copy thereof.

1. Name of conveying party(ies):

MPI Corporation
One Station Place
Stamford, CT 06902

102337969

1-13-03

nd address of receiving party(ies):

Medical Economics Company Inc.
Street Address: Five Paragon Drive
City: Montvale State: NY Zip Code: 07645

- Individual(s) Association
General Partnership Limited Partnership
Corporation: Arizona
Other

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

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

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 [x] No

3. Nature of conveyance:

- Assignment Merger
Security Agreement [x] Change of Name
Other:

Execution Date: December 11, 2002

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

- Trademark Application No.(s)
76/177,207
76/177,598
76/237,064
76/237,634

B. Trademark Registration No.(s)

Additional numbers attached? [] Yes [x] No

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

Name: Basam E. Nabulsi, Esq.
Internal Address: Cummings & Lockwood
Street Address: 700 State Street
Post Office Box 1960
City: New Haven State: Connecticut Zip: 06509-1960

6. Total number of applications and registrations involved: [4]

7. Total fee (37 CFR 3.41): \$115.00
Enclosed with previous submission on
Authorized to be charged to deposit account

8. Deposit account number: 11-0231
(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.

Signature Basam E. Nabulsi

Date: January 6, 2003

Total number of pages comprising cover sheet: [5]

01/14/2003 6TOM11 00000040 76177207

Do not detach this portion

FC: 8521 40.00 09
FE: 8528 75.00 09
Documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

EXHIBIT A

Pending US Trademark Applications

<u>Mark</u>	<u>Serial No.</u>
Nebo	76/177,207
Kyso	76/177,598
Learnframe	76/237,064
Nebo Logo	76/237,634

**AZ. CORP. COMMISSION
DELIVERED**

ARTICLES OF MERGER

DEC 13 2002

OF

FILED BY *Sonia Dyer*
TERM _____
DATE *12/13/2002*

MPI CORP. *0120602-3*

AND

MEDICAL ECONOMICS COMPANY INC. *(No Record)*

M-1056922-3

effective 12/17/2002

To the Arizona Corporation Commission
of the State of Arizona

Pursuant to the provisions of the Chapters 1 through 17 of Title 10, Arizona Revised Statutes, governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby submit the following Articles of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Arizona, and which is subject to the provisions of Chapters 1 through 17 of Title 10, Arizona Revised Statutes, is MPI CORP..

2. The name of the surviving parent corporation, which is a business corporation organized under the laws of the State of Florida, is MEDICAL ECONOMICS COMPANY INC.

3. The number of outstanding shares of MPI CORP. is 4,003, all of which are of one class, and all of which are owned by MEDICAL ECONOMICS COMPANY INC.

4. MEDICAL ECONOMICS COMPANY INC. is not authorized to transact business in the State of Arizona. The name and the address of its principal place of business is: Medical Economics Company Inc., Five Paragon Drive, Montvale, New Jersey 07645.

The name and the address of the statutory agent of MEDICAL ECONOMICS COMPANY INC. in the State of Arizona are Arizona Corporation Commission, 1300 West Washington Road, Phoenix, Arizona 85007-2929.

5. Shareholder approval was not required.

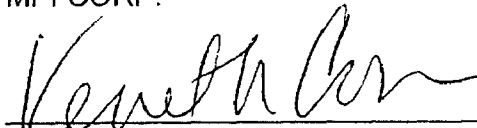
6. The laws of the jurisdiction of organization of MEDICAL ECONOMICS COMPANY INC. permit a merger of a Arizona wholly-owned subsidiary business corporation into a parent business corporation of another jurisdiction and the merger of MPI CORP. into MEDICAL ECONOMICS COMPANY INC. is in compliance with the laws of the jurisdiction of organization of MEDICAL ECONOMICS COMPANY INC.

7. The address to which the Arizona Corporation Commission may forward a copy of any process served on it against the surviving corporation is c/o General Counsel, The Thomson Corporation, One Station Place, Stamford, CT 06902.

8. The effective time and date in the State of Arizona of the merger herein provided for shall be on December 17, 2002.

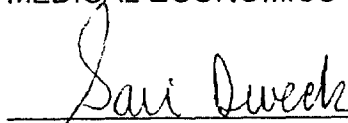
Executed on December 11, 2002

MPI CORP.



Kenneth A. Carson
Vice President

MEDICAL ECONOMICS COMPANY INC.



Sari Dweck
Vice President

PLAN OF MERGER

The following is the Plan of Merger for merging MPI CORP. into MEDICAL ECONOMICS COMPANY INC. as approved by resolution of the Board of Directors of MEDICAL ECONOMICS COMPANY INC.

1. MEDICAL ECONOMICS COMPANY INC., which is a business corporation of the State of Florida and is the parent corporation and the owner of all of the outstanding shares of MPI CORP., which is a business corporation of the State of Arizona and the subsidiary corporation, hereby merges MPI CORP. into MEDICAL ECONOMICS COMPANY INC. pursuant to the provisions of Chapters 1 through 17 of Title 10, Arizona Revised Statutes and pursuant to the provisions of the laws of the jurisdiction of organization of MEDICAL ECONOMICS COMPANY INC.

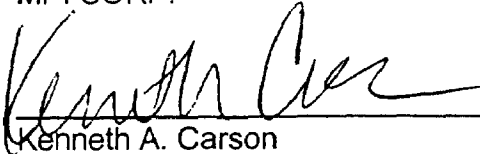
2. The separate existence of MPI CORP. shall cease at the effective time and date of the merger pursuant to the provisions of Chapters 1 through 17 of Title 10, Arizona Revised Statutes; and MEDICAL ECONOMICS COMPANY INC. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of MPI CORP. shall not be converted in any manner, but each said share which is issued as of the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of MPI CORP. and of MEDICAL ECONOMICS COMPANY INC. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

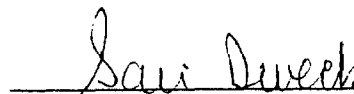
Executed on December 11, 2002.

MPI CORP.



Kenneth A. Carson
Vice President

MEDICAL ECONOMICS COMPANY INC.



Sari Dweck
Vice President