

03-20-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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): Masterchart, Inc. 3-17-03 Individual(s) Association General Partnership Limited Partnership Corporation-State Illinois Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Allscripts, Inc. Internal Address: Street Address: 2401 Commerce Drive City: Libertyville State: IL Zip: 60045-4464 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: 12/30/2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,160,240 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jeffery J. McMahan Internal Address: Street Address: Dinse, Knapp & McAndrew, P.C. PO Box 988, 209 Battery Street City: Burlington State: VT Zip: 054020988

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:

DO NOT USE THIS SPACE

9. Signature. Jeffery J. McMahan Name of Person Signing

Signature

03/17/2003 Date

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

03/19/2003 BYTRM 0000164 216840 01 FC:8521 40-00

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

FINANCE SECTION 03/17 AM 9:20

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into as of December 24, 2002 by ALLSCRIPTS, INC., a Delaware corporation (the "Corporation"), and MASTERCHART, INC., an Illinois corporation and a wholly owned subsidiary of the Corporation ("Masterchart").

The parties to this Agreement hereby agree as follows:

1. **The Merger.** Upon the terms and subject to the conditions hereof, and in accordance with the Delaware General Corporation Law ("DGCL") and the Illinois Business Corporation Act ("IBCA"), Masterchart shall be merged with and into the Corporation (the "Merger"). Following the Merger, the Corporation shall continue as the surviving corporation under the name Allscripts, Inc. (the "Surviving Corporation"), and the separate corporate existence of Masterchart shall cease.

2. **Effect on Shares.** Each common share of Masterchart issued and outstanding immediately prior to the Effective Time (as defined in Section 3 hereof) shall by virtue of the Merger and without any action on the part of the holder thereof be cancelled at the effective time of the Merger.

3. **Effective Time.** The Merger shall become effective at the time of filing with the Secretary of State of the State of Illinois of Articles of Merger in accordance with the relevant provisions of the IBCA (the "Effective Time").

4. **Certificate of Incorporation and Bylaws.** Upon consummation of the Merger at the Effective Time, the Certificate of Incorporation and Bylaws of the Corporation in effect immediately prior to the Effective Time shall thereafter continue in full force and effect as the Certificate of Incorporation and Bylaws of the Surviving Corporation, until amended or repealed as provided therein or by law.

5. **Officers and Directors.** The officers and directors of the Corporation immediately prior to the Effective Time shall thereafter continue to be the officers and directors of the Surviving Corporation until their successors shall have been duly elected and qualified.

6. **Filing.** The parties hereto shall cause to be executed in the manner required by the DGCL and IBCA and delivered to the respective Secretaries of State of Delaware and Illinois such documents as shall effect the Merger under the laws of Delaware and Illinois, and the parties shall cause to be performed all necessary acts within the State of Illinois and the State of Delaware and elsewhere to effect the Merger. The Board of Directors and the proper officers of the Corporation and Masterchart are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents that shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or of the Merger.

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be executed on its behalf by its officers thereunto duly authorized, all as of the day and year first above written.

ALLSCRIPTS, INC.

By: 
Its: President

MASTERCHART, INC.

By: 
Its: President

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
MASTERCHART, INC.
WITH AND INTO
ALLSCRIPTS, INC.**

Allscripts, Inc. (the "Corporation"), a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That Masterchart, Inc. ("Masterchart") is a corporation of the State of Illinois, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

SECOND: That the Corporation owns all of the issued and outstanding shares of stock of Masterchart.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent dated December 24, 2002, and filed with the minutes of the Board of Directors, determined to merge into itself Masterchart.

RESOLVED, that the Corporation merge, and it hereby does merge with and into itself, Masterchart, and hereby assumes all of the assets, liabilities and obligations of Masterchart; and

FURTHER RESOLVED, that the merger shall be effective upon the later to occur of the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware and the filing of Articles of Merger with the Secretary of State of Illinois; and

FURTHER RESOLVED, that the proper officer of this Corporation be and he is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge said Masterchart with and into the Corporation and assume all of its assets, liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger; and

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that this merger is filed with the Delaware Secretary of State.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Lee Shapiro, its President, this 24th day of December, 2002.

ALLSCRIPTS, INC.

By: 
Name: Lee Shapiro
Title: President

Form **BCA-11.25**

(Rev. Jan. 1999)

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

#3

File # 5091-9414

FILED

DEC 30 2002

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 12-30-02

Filing Fee \$100.00

Approved: W



CP0730353

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} ~~exchange shares~~ and the state or country of their incorporation:

| Name of Corporation | State or Country of Incorporation | Corporation File Number |
|--------------------------|-----------------------------------|-------------------------|
| <u>Masterchart, Inc.</u> | <u>Illinois</u> | <u>56919414</u> |
| <u>Allscripts, Inc.</u> | <u>Delaware</u> | <u>60605904</u> |
| | | |
| | | |

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ ^{surviving} ~~acquiring~~ corporation: Allscripts, Inc.

(b) it shall be governed by the laws of: Delaware

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ is as follows:

See Exhibit A attached

PAID
JAN 03 2003
EXPEDITED
SECRETARY OF STATE

- merger
5. Plan of consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

| Name of Corporation | | | |
|---------------------|--------------------------|--------------------------|--------------------------|
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
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| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

| Name of Corporation | Total Number of Shares Outstanding of Each Class | Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation |
|---------------------|--------------------------------------------------|--------------------------------------------------------------------------------------------|
| Masterchart, Inc. | 6000 | 6000 |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

b. (Not applicable to 100% owned subsidiaries)
 The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day) _____ (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 24, 2002
 (Month & Day) (Year)
 attested by [Signature]
 (Signature of Secretary or Assistant Secretary)
John Cull, Secretary
 (Type or Print Name and Title)

Allscripts, Inc.
 (Exact Name of Corporation)
 by [Signature]
 (Signature of President or Vice President)
Lee Shapiro, President
 (Type or Print Name and Title)

Dated December 24, 2002
 (Month & Day) (Year)
 attested by [Signature]
 (Signature of Secretary or Assistant Secretary)
John Cull, Secretary
 (Type or Print Name and Title)

Masterchart, Inc.
 (Exact Name of Corporation)
 by [Signature]
 (Signature of President or Vice President)
Lee Shapiro, President
 (Type or Print Name and Title)

Dated _____, _____
 (Month & Day) (Year)
 attested by _____
 (Signature of Secretary or Assistant Secretary)

 (Type or Print Name and Title)

 (Exact Name of Corporation)
 by _____
 (Signature of President or Vice President)

 (Type or Print Name and Title)

Delaware

PAGE 1

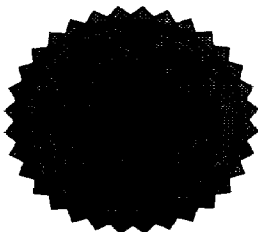
The First State

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 OWNERSHIP, WHICH MERGES:

"MASTERCHART, INC.", A ILLINOIS CORPORATION,

WITH AND INTO "ALLSCRIPTS, INC." UNDER THE NAME OF

"ALLSCRIPTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 5:05 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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RECORDED: 03/17/2003

AUTHENTICATION: 2308019

DATE: 03-14-03

TRADEMARK

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