

06-03-2003

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings

R



102462273

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):

Evolution Health, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company
- 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: 05/09/2003

2. Name and address of receiving party(ies)

Name: Evolution Benefits, Inc.

Internal Address:

Address:

Street Address: 22 Waterville Road

City: Avon State: CT Zip: 06001

- 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) 78068527;  
78019803; 78097895; 78019795

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: Richard D. Harris, Esq.

Internal Address: Day, Berry & Howard LLP

Street Address: 185 Asylum Street, CityPlace I

City: Hartford State: CT Zip: 06103

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to depositor's account

8. Deposit account number:

500546

OFFICE OF PUBLISHED RECORDS  
2003 MAY 29 PM 3:37  
FINANCE SECTION

DO NOT USE THIS SPACE

9. Signature.

Richard D. Harris, Esq.  
Name of Person Signing

[Signature]  
Signature

5-29-2003  
Date

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

06/02/2003 ECDOPER 00000035 500546

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

01 FC: 8521 40.00 CH  
02 FC: 8522 75.00 CH

TRADEMARK  
REEL: 002743 FRAME: 0988

# Delaware

PAGE 1

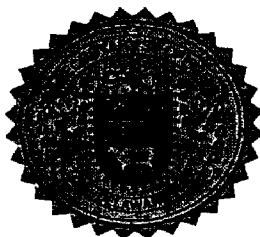
*The First State*

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 MERGER, WHICH MERGES:

"EVOLUTION HEALTH, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "EVOLUTION BENEFITS, INC." UNDER THE NAME OF "EVOLUTION BENEFITS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF MAY, A.D. 2003, AT 12:27 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

3273383 8100M

AUTHENTICATION: 2409051

030302385

DATE: **TRADEMARK**

REEL: 002743 FRAME: 0989

**CERTIFICATE OF MERGER**  
**OF**  
**EVOLUTION HEALTH, LLC, a Delaware limited liability company**  
**INTO**  
**EVOLUTION BENEFITS, INC., a Delaware corporation**

Pursuant to Section 264(c) of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name and state of incorporation or formation of each of the constituent entities are as follows: (1) Evolution Benefits, Inc., a Delaware corporation, and (2) Evolution Health, LLC, a Delaware limited liability company.

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Evolution Benefits, Inc., and Evolution Health, LLC in accordance with Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, as the case may be.

THIRD: The name of the surviving corporation is Evolution Benefits, Inc.

FOURTH: The certificate of incorporation of Evolution Benefits, Inc. shall be the Amended and Restated Certificate of Incorporation of the surviving corporation as attached as Exhibit A hereto.

FIFTH: The Agreement and Plan of Merger is on file at the offices of Evolution Benefits, Inc., 22 Waterville Road, Avon, Connecticut, the surviving corporation.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of Evolution Benefits, Inc. and any member of Evolution Health, LLC.

*[Signature Page Follows]*

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by its authorized officer, the 9th day of May, 2003.

EVOLUTION BENEFITS, INC.

By: /s/Robert E. Patricelli

Name: Robert E. Patricelli

Title: Chairman, CEO and President