

06-18-2003

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

5-29-03

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:

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 deposit account

8. Deposit account number:

500546

DO NOT USE THIS SPACE

9. Signature.

Richard D. Harris, Esq.

Name of Person Signing

Signature

5-29-2003

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 Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002756 FRAME: 0854

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]

*State of Delaware
Secretary of State
Division of Corporations
Delivered 12:33 PM 05/09/2003
FILED 12:27 PM 05/09/2003
SRV 030302385 - 3273383 FILE*

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

CERTIFICATE OF MAILING BY "EXPRESS MAIL" UNDER 37 C.F.R. 1.10

CONVEYING PARTY: Evolution Health, LLC
RECEIVING PARTY: Evolution Benefits, Inc.
TYPE OF DOCUMENT BEING FILED: Trademark Assignment
DATE OF DEPOSIT: May 29, 2003
"EXPRESS MAIL"
MAILING LABEL NUMBER: EV224125354US

I hereby certify that the above-identified correspondence and requisite fee are addressed to the Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231, and are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service on the date indicated above.

Nancy Medina
Print or type name

Nancy Medina
Signature

May 29, 2003
Date of Signature

Day, Berry & Howard LLP

COUNSELLORS AT LAW

JUN 3 2003

Nancy L. Medina
Trademark Specialist
(860) 275-0589
Internet nlmedina@dbh.com

May 29, 2003

U.S. EXPRESS MAIL NO. EV224125354US

RETURN POSTCARD ENCLOSED

Box Assignment
Commissioner of Patents and Trademarks
Washington, DC 20231

RE: Trademark Assignment Recordation

To Whom It May Concern:

Enclosed for recording is a completed Recordation Form Cover Sheet identifying the assignment of four trademark applications from Evolution Health, LLC to Evolution Benefits, Inc.

Attached to the Cover Sheet is the conveyance document, a Certificate of Merger, and a Certificate of Mailing by "Express Mail" under 37 C.F.R. 1.10. Please debit our PTO Deposit Account No. 50-0546 in the amount of \$115.00 to cover the filing fee.

If you have any questions or require additional information, please call me at (860) 275-0589.

Very truly yours,



Nancy Medina
Trademark Specialist

Enclosures

cc: Kitty Keane, Esq.
Lane T. Watson, Esq.
Richard D. Harris, Esq.

Delaware

PAGE 1

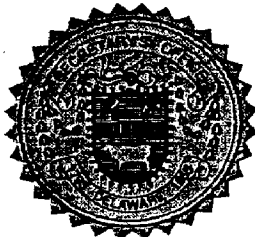
The First State

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

030002865
RECORDED: 05/29/2003

TRADEMARK
DATE: 05-09-03
REEL: 002756 FRAME: 0859