

06-18-2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office



Tab settings

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Foundation Health Systems, Inc.

6-16-03

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: November 3, 2000

2. Name and address of receiving party(ies)

Name: Health Net, Inc.

Internal Address:

Street Address: 21650 Oxnard Street

City: Woodland Hills State: CA Zip: 91367

- 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)

B. Trademark Registration No.(s)

2,038,976

Additional number(s) attached Yes No

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

Name: Christine L. Lofgren, Esq.

Internal Address:

Street Address: Jeffer, Mangels, Butler & Marmaro LLP,

1900 Avenue of the Stars, Seventh Floor

City: Los Angeles State: CA Zip: 90067

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:

10-0440

(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 true copy of the original document.

Christine L. Lofgren

Name of Person Signing

Christine L Lofgren

Signature

June 11, 2003

Date

Total number of pages including cover sheet, attachments, and document: 5

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

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OFFICE OF PUBLIC RECORDS 2003 JUN 16 PM 4:38 FINANCE SECTION

TRADEMARK REEL: 002757 FRAME: 0617

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"HNI SHELL, INC.", A DELAWARE CORPORATION,
WITH AND INTO "FOUNDATION HEALTH SYSTEMS, INC." UNDER THE NAME OF "HEALTH NET, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2000, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRD DAY OF NOVEMBER, A.D. 2000, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2232691 8100M

001540803

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 0758916

DATE: 10-26-00

TRADEMARK
REEL: 002757 FRAME: 0618

CERTIFICATE OF OWNERSHIP AND MERGER
OF
HNI SHELL, INC.
INTO
FOUNDATION HEALTH SYSTEMS, INC.

Pursuant to Section 253(a) of the General Corporation Law of the State of Delaware

Foundation Health Systems, Inc., a Delaware corporation, does hereby certify to the following facts relating to the merger of HNI Shell, Inc. into Foundation Health Systems, Inc. (the "Merger"):

FIRST: The names and states of incorporation of the constituent corporations to the Merger are as follows:

<u>Name</u>	<u>State</u>
HNI Shell, Inc.	Delaware
Foundation Health Systems, Inc.	Delaware

SECOND: Foundation Health Systems, Inc. is the owner of all of the issued and outstanding shares of the capital stock of HNI Shell, Inc.

THIRD: The Board of Directors of Foundation Health Systems, Inc., by resolutions duly adopted at a meeting held on June 29, 2000 (true and correct copies of which are attached hereto as Exhibit A), has authorized the Merger in accordance with Section 253 of the General Corporation Law of the State of Delaware. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: Effective September 29, 2000, the Board of Directors of HNI Shell, Inc. approved and adopted resolutions authorizing the Merger in accordance with Section 253 of the General Corporation Law of the State of Delaware.

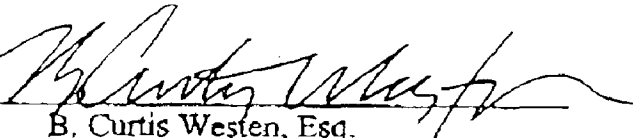
FIFTH: Foundation Health Systems, Inc. shall be the surviving corporation of the Merger (the "Surviving Corporation").

SIXTH: The current Certificate of Incorporation of Foundation Health Systems, Inc. shall be the Certificate of Incorporation of the Surviving Corporation, except that, at the effective time of the Merger, Article First shall be amended to change the name of the Surviving Corporation from Foundation Health Systems, Inc. to Health Net, Inc.

SEVENTH: The Merger shall become effective at 5:00 p.m. (Delaware time) on November 3, 2000.

IN WITNESS WHEREOF, Foundation Health Systems, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name this 25th day of October, 2000.

FOUNDATION HEALTH SYSTEMS, INC.

By: 
B. Curtis Westen, Esq.
Secretary

**Resolutions of the Board of Directors of
Foundation Health Systems, Inc.
Adopted June 29, 2000**

WHEREAS, it is in the best interests of Foundation Health Systems, Inc. (the "Corporation") to merge, pursuant to the laws of Delaware, the Corporation's wholly-owned Delaware subsidiary, HNI Shell, Inc., into the Corporation (the "Merger"), with the Corporation being the surviving entity in said Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Merger of HNI Shell, Inc. with and into the Corporation, with the Corporation being the surviving corporation be, and hereby is, approved; and

FURTHER RESOLVED, that as of the effective date of the Merger the name of the Corporation shall be changed to Health Net, Inc., as set forth in the Certificate of Ownership and Merger and Agreement and Plan of Merger; and

FURTHER RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized and empowered to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered such other agreements, instruments and documents in the name and on behalf of the Corporation and to pay all such fees and expenses as they shall deem necessary, proper or advisable in order to carry out fully the purpose and intent of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that all actions previously taken by any officer, director or employee of the Corporation in connection with any and all actions contemplated by the foregoing resolutions are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Owner: Health Net, Inc.
(by name change from Health Systems International,
Inc. and Foundation Health Systems, Inc.)

Reg. No.: 2,038,976

Reg. Date: February 18, 1997

Mark: **WORKING WELL TOGETHER**

Class: 41

Our Ref.: 57089-0042


CERTIFICATE OF MAILING

I hereby certify that the attached **RECORDATION FORM COVER SHEET** re
Change of Name and identified enclosures are being deposited with the U.S. Postal Service as
First Class mail, postage prepaid, in an envelope addressed to:

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313

Dated: June 11, 2003

By: _____


E. P. Perriott