

07-11-2003



7-8-03

102494192

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

RECORDATION SYSTEM 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): Simione Central Holdings, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State 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: 01/30/01

2. Name and address of receiving party(ies)

Name: CareCentric, Inc.

Internal Address:

Street Address: 6600 Powers Ferry Road

City: Atlanta State: GA Zip: 30326

- 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) 2076854

Additional number(s) attached Yes No

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

Name: Scott E. Taylor

Internal Address: 2800 One Atlantic Center

Street Address: 1201 West Peachtree Street

City: Atlanta State: GA Zip: 30309-3450

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.

Scott E. Taylor Name of Person Signing

Signature

6-12-03 Date

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

07/10/2003 ECOOPER 00000055 2076854

01 FC:8521

40.00 DP

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

CERTIFICATE OF OWNERSHIP AND MERGER

OF

CareCentric, Inc.
(a Delaware corporation)

WITH AND INTO

Simione Central Holdings, Inc.
(a Delaware corporation)

Simione Central Holdings, Inc., (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify:

1. The Corporation is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of CareCentric, Inc., which is also a business corporation of the State of Delaware.
3. On November 14, 2000, the Board of Directors of the Corporation adopted the following resolutions to merge CareCentric, Inc. with and into the Corporation and to change the name of the Corporation:

RESOLVED, that CareCentric, Inc. be merged with and into the Corporation and that all of the estate, property, rights, privileges, powers and franchises of CareCentric, Inc. be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by CareCentric, Inc. in its name;

FURTHER RESOLVED, that the Corporation shall assume all of the obligations of CareCentric, Inc.;

FURTHER RESOLVED, that upon the effective date of the merger, the name of the Corporation shall be changed to "CareCentric, Inc."; and

FURTHER RESOLVED, that the officers of the Corporation be and each of them hereby is authorized, empowered and directed, on behalf of and in the name of the Corporation, to take or cause to be taken all such further actions, to execute, deliver and file or cause to be executed,

delivered and filed all such further instruments, agreements, amendments, documents, certificates, applications, notices and undertakings and to incur and pay all such necessary fees and expenses as in their respective judgments shall be necessary, proper or reasonable to carry into effect the purpose and intent of any and all of the foregoing resolutions, and that all actions heretofore taken by any officer or director of the Corporation in connection with the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by its Chief Executive Officer, and such authorized officer hereby declares, under penalty of perjury under the laws of the State of Delaware, that he signed this Certificate of Ownership and Merger in the official capacity set forth beneath his signature and that the statements set forth in this Certificate of Ownership and Merger are true and correct to his own knowledge this 3rd day of January, 2001.

Simione Central Holdings, Inc.

By: _____


R. Bruce Dewey
President and Chief Executive Officer

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"CARECENTRIC, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SIMIONE CENTRAL HOLDINGS, INC." UNDER THE NAME OF "CARECENTRIC, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JANUARY, A.D. 2001, AT 10 O'CLOCK A.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

2314596 8100M

010046685

AUTHENTICATION: 0946015

DATE: 01-31-01

TRADEMARK

RECORDED: 07/08/2003

REEL: 002775 FRAME: 0374