

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: MERGER

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PB Newco, Inc.		06/06/1996	CORPORATION:
PB Newco, Inc.		06/06/1996	CORPORATION: IOWA

## RECEIVING PARTY DATA

Name:	United Payors & United Providers, Inc.
Street Address:	2275 Research Boulevard
Internal Address:	Sixth Floor
City:	Rockville
State/Country:	MARYLAND
Postal Code:	20850
Entity Type:	CORPORATION: DELAWARE

## PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2327002	UNITED PAYORS & UNITED PROVIDERS
Registration Number:	2327003	UNITED PAYORS & UNITED PROVIDERS
Registration Number:	2306337	UP & UP
Registration Number:	2306338	UP & UP

## CORRESPONDENCE DATA

Fax Number: (312)207-6400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 312-207-1000

Email: emakela@sachnoff.com

Correspondent Name: Evan Makela, Sachnoff & Weaver, Ltd.

Address Line 1: 30 South Wacker Drive

Address Line 2: 29th Floor

Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER: Evan Makela

**Total Attachments: 5**

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**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING PB NEWCO, INC. INTO  
UNITED PAYORS & UNITED PROVIDERS, INC.**

PB Newco, Inc. (the "Parent Corporation"), a corporation organized and existing under the laws of the State of Iowa,

**DOES HEREBY CERTIFY:**

**FIRST:** That it was organized on the third day of January, 1995, pursuant to the Iowa Business Corporation Act of the State of Iowa, the provisions of which permit the merger of a parent corporation organized and existing under the laws of said State into a subsidiary corporation organized and existing under the laws of Delaware.

**SECOND:** That the Parent Corporation owns all of the outstanding shares of the Common Stock, \$0.01 par value per share, of United Payors & United Providers, Inc., a corporation incorporated on the 15th day of April, 1996, pursuant to the General Corporation Law of the State of Delaware, and having no class of stock outstanding other than said Common Stock.

**THIRD:** That the Parent Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the members thereof, filed with the minutes of the Board, pursuant to Section 821 of the Iowa Business Corporation Act, on June 6, 1996, determined to, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware does, merge itself into said United Payors & United Providers, Inc.

**WHEREAS,** PB Newco, Inc. (the "Parent Corporation") is the legal and beneficial owner of one hundred percent (100%) of the outstanding shares of common stock, \$0.01 par value per share ("Common Stock"), of United Payors & United Providers, Inc., a Delaware corporation; and

**WHEREAS,** said Common Stock is the only issued and outstanding class of stock of United Payors & United Providers, Inc.; and

**WHEREAS,** this Corporation desires to merge itself into United Payors & United Providers, Inc. pursuant to the provisions of Section 253 of the Delaware General Corporation Law;

**NOW, THEREFORE, BE IT RESOLVED**, that effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of Delaware (but subject to the approval of the stockholders of the Parent Corporation) the Parent Corporation merges and it hereby does merge itself, into United Payors & United Providers, Inc., which will assume all of the obligations of the Parent Corporation; and

**RESOLVED**, that the terms and conditions of the merger are as follows: Upon the proposed merger becoming effective, each outstanding share of Common Stock owned of record by the Parent Corporation shall cease to be outstanding, without any payment being made in respect thereof; and each share of Common Stock of the Parent Corporation then outstanding shall be converted into ten (10) shares of Common Stock, \$0.01 par value per share of United Payors & United Providers, Inc.; and each share of preferred stock of the Parent Corporation then outstanding shall be converted into one share of preferred stock, \$0.01 par value per share, of United Payors & United Providers, Inc., having substantially equivalent rights and preferences as the shares of preferred stock of the Parent Corporation; and certificates for such shares of Common Stock and preferred stock of United Payors & United Providers, Inc. shall be issued to the holders of common stock and preferred stock, respectively, of the Parent Corporation upon surrender to United Payors & United Providers, Inc. of such stockholders' certificates formerly representing shares of capital stock of the Parent Corporation; and

**FURTHER RESOLVED**, that this resolution to merge be submitted to the stockholders of the Parent Corporation for their approval at a meeting or by written consent in accordance with the Iowa Business Corporation Act, its Articles of Incorporation and its Bylaws.

**RESOLVED**, that United Payors & United Providers, Inc., as the surviving corporation in the merger, shall notify each stockholder of record of said United Payors & United Providers, Inc. within ten days after the effective date of the merger that the merger has become effective; and

**RESOLVED**, that the President or any Vice President of the Parent Corporation be and each hereby is authorized to make and execute, and the Secretary or any Assistant Secretary be and each hereby is authorized to attest, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of the Parent Corporation into United Payors & United Providers, Inc., and the date of adoption hereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect said merger.

**FOURTH:** That this merger has been adopted, approved, certified, executed and acknowledged by the Parent Corporation in accordance with the laws of the State of Iowa, its state of incorporation.

IN WITNESS WHEREOF, said PB Newco, Inc. has caused this Certificate to be signed by Thomas L. Blair, its President, and attested by S. Joseph Bruno, its Secretary, this 6th day of June, 1996.

PB Newco, Inc.

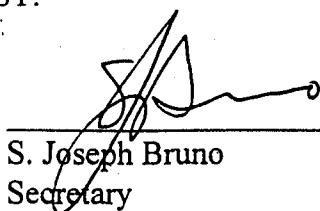
By:



Thomas L. Blair  
President

ATTEST:

By:



S. Joseph Bruno  
Secretary

# Articles of Merger

of

**PB Newco, Inc.**

Into

**United Payors & United Providers, Inc.**

*(Under Section 1107 of the Iowa Business Corporation Act)*

PB Newco, Inc. hereby certifies that:

(1) The name and state of incorporation of each of the parties to this merger are:

(a) PB Newco, Inc., an Iowa corporation; and

(b) United Payors & United Providers, Inc., a Delaware corporation.

(2) A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by PB Newco, Inc. and by United Payors & United Providers, Inc. in accordance with the provisions of Section 1107 of the Iowa Business Corporation Act; and such Plan and Agreement of Merger is attached hereto and made a part hereof.

(3) (a) PB Newco, Inc. had: (I) 440,000 shares of common stock issued and outstanding and entitled to vote on the Plan and Agreement of Merger and (ii) one (1) share of preferred stock issued and outstanding and entitled to vote on the Plan and Agreement of Merger.

(b) The Plan and Agreement of Merger was approved by the favorable vote of 440,000 shares of common stock and the one share of preferred stock of PB Newco, which favorable vote was sufficient for approval of the Plan and Agreement of Merger by both the holders of the common stock and the holder of the preferred stock.

(4) (a) United Payors & United Providers, Inc. had one share of common stock issued and outstanding and entitled to vote on the Plan and Agreement of Merger, which share was held by PB Newco, Inc.

(b) PB Newco, Inc. as the sole holder of outstanding capital stock of United Payors & United Providers, Inc. gave its written consent to the approval of the Plan and Agreement of Merger.

(5) The name of the surviving corporation is United Payors & United Providers, Inc.

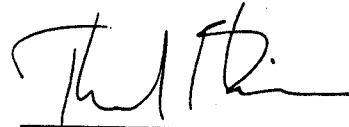
(6) The Certificate of Incorporation of United Payors & United Providers, Inc. shall be the Certificate of Incorporation of the surviving corporation.

(7) The surviving corporation is a corporation of the State of Delaware.

IN WITNESS WHEREOF, PB Newco, Inc. has caused these Articles of Merger to be signed by Thomas L. Blair, its President, and attested by S. Joseph Bruno, its Secretary, on the 6th day of June, 1996.

PB Newco, Inc.

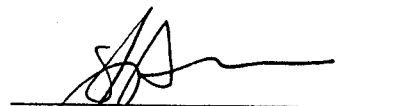
By:



Thomas L. Blair, signing on behalf of  
PB Newco, Inc. in his capacity as its  
President.

ATTEST:

By:



S. Joseph Bruno, signing  
in his capacity as Secretary of  
PB Newco, Inc.