

10-30-2003

10/29/03



102587678

original documents or copy thereof.  
receiving party(ies):

To the Honorable Commissioner of Patents:

1. Name of conveying party(ies):

**InfoCure Corporation**

- Individual(s)
- General Partnership
- Corporation-State of Delaware
- Other:
- Association
- Limited Partnership
- Yes
- No

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

Name: **VitalWorks Inc.**  
 Internal Address: \_\_\_\_\_  
 Street Address: **239 Ethan Allen Highway**  
 City: **Ridgefield**  
 State: **Connecticut**  
 Zip Code: **06877**

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation - State of 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 names(s) & address(es) attached? Yes [ ] No [X]

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: July 25, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No(s).

B. Trademark Registration No(s).  
**2,127,036**

Additional numbers attached?  Yes  No

2003 OCT 29 PM 12:46  
OPR/ FINANCE

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

Name: **Barry R. Lipsitz**

Internal Address: \_\_\_\_\_

Street Address: **755 Main Street  
Building No. 8**

City: **Monroe** State: **CT** ZIP: **06468**

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:  
The Commissioner is hereby authorized to charge any deficiency in the payment of the required fee(s) or credit any overpayment to Deposit Account No. 50-0625.

**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 a true copy of the original document.

**Barry R. Lipsitz**

**October 27, 2003**

Name of Person Signing

Signature

Date

10/29/2003 ECDOPER 00000129 2127036

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

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

**TRADEMARK**  
**REEL: 002853 FRAME: 0288**

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
THOROUGHBRID ACQUISITION, INC.,  
VITALWORKS.COM, INC.  
AND  
SDM ACQUISITION, INC.  
INTO  
INFOCUBE CORPORATION

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, InfoCube Corporation (the "Corporation") hereby certifies:

**FIRST:** That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Corporation owns all of the outstanding shares of the capital stock of Thoroughbred Acquisition, Inc., a corporation incorporated pursuant to the Georgia Business Corporations Code ("Thoroughbred").

**THIRD:** That the Corporation owns all of the outstanding shares of the capital stock of VitalWorks.com, Inc., a corporation incorporated pursuant to the General Corporation Law of the State of Delaware ("VitalWorks.com").

**FOURTH:** That the Corporation owns all of the outstanding shares of the capital stock of SDM Acquisition, Inc., a corporation incorporated pursuant to the Michigan Business Corporation Act ("SDM").

**FIFTH:** That the Corporation, by the adoption of the following resolutions by the unanimous written consent of its Board of Directors dated as of July 24, 2001, determined to merge each of Thoroughbred, VitalWorks.com and SDM into the Corporation and to change the corporate name of the Corporation to "VitalWorks Inc." on the conditions set forth in such resolutions:

**RESOLVED:** That the Corporation shall merge into itself its wholly owned subsidiary, VitalWorks.com Inc., a Delaware corporation ("VitalWorks.com") with the Corporation as the surviving corporation, and shall assume all of VitalWorks.com's liabilities and obligations.

**RESOLVED:** That the President and Chief Executive Officer and the Chief Financial Officer of the Corporation (the "Authorized Officers") are jointly and severally authorized and directed to prepare, execute and file with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger setting forth a copy of the preceding resolutions and this resolution, the filing thereof to be conclusive evidence of the authorization thereof by the Board of Directors of the Corporation.

**RESOLVED:** That the Corporation shall merge into itself its wholly owned subsidiary, Thoroughbred Acquisition, Inc., a Georgia corporation ("Thoroughbred") with the Corporation as the surviving corporation, and assume all of

Thoroughbred's liabilities and obligations in accordance with the Plan of Merger attached hereto as Exhibit A.

RESOLVED: That the Authorized Officers are jointly and severally authorized and directed to prepare, execute and file with the Secretary of State of the State of Georgia the Articles of Merger substantially in the form attached hereto as Exhibit B, the filing thereof to be conclusive evidence of the authorization thereof by the Board of Directors of the Corporation.

RESOLVED: That the Corporation shall merge into itself its wholly owned subsidiary, SDM Acquisition, Inc., a Michigan corporation ("SDM," and referred to collectively with VitalWorks.com and Thoroughbred as the "Subsidiaries") with the Corporation as the surviving corporation, and shall assume all of SDM's liabilities and obligations; and that upon the effectiveness of the mergers with the Subsidiaries, the Corporation's corporate name shall be changed to "VitalWorks Inc."

RESOLVED: That Authorized Officers are jointly and severally authorized and directed to prepare, execute and file with the Secretary of State of the State of Michigan a Certificate of Merger substantially in the form of Exhibit C attached hereto, the filing thereof to be conclusive evidence of the authorization thereof by the Board of Directors of the Corporation.

RESOLVED: That the Authorized Officers are jointly and severally authorized, for and on behalf of the Corporation and in its name, to execute, acknowledge, and deliver, under seal if required or desirable, all such agreements, instruments and other documents in any other jurisdiction, and to take all such other actions, as the Authorized Officer or Authorized Officers so acting shall deem necessary or desirable to give effect to the foregoing resolution; and that the execution, acknowledgment or delivery of any such agreement, instrument or document, or the taking of any such action, by any such officer shall constitute conclusive evidence of its having been authorized hereby.

SIXTH: That henceforth, the name of the Corporation shall be "VitalWorks Inc."

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this

Certificate of Ownership and Merger to be signed by its President and Chief Executive Officer as of July

25<sup>th</sup> 2001.

INFOCURE CORPORATION

By: Joseph M. Walsh  
Joseph M. Walsh  
President and Chief Executive Officer

Office of the Secretary of 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:

"SDM ACQUISITION, INC.", A MICHIGAN CORPORATION,

"THOROUGHRED ACQUISITION, INC.", A GEORGIA CORPORATION,

"VITALWORKS.COM, INC.", A DELAWARE CORPORATION,

WITH AND INTO "INFOCURE CORPORATION" UNDER THE NAME OF "VITALWORKS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D. 2001, AT 3 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

AUTHENTICATION: 1268312

DATE: 07-30-01

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FROM CORPORATION TRUST WILMINGTON DE

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