

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
Ultravisual Medical Systems Corporation		05/30/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Ultravisual Medical Systems Corporation
Street Address:	1200 Corporate Drive
Internal Address:	Suite 400
City:	Birmingham
State/Country:	ALABAMA
Postal Code:	35242
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2808827	ULTRAVISUAL

CORRESPONDENCE DATA

Fax Number: (404)541-3160
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 404-815-6500
 Email: mcogburn@kilpatrickstockton.com
 Correspondent Name: William H. Brewster, Kilpatrick Stockton
 Address Line 1: 1100 Peachtree Street
 Address Line 2: Suite 2800
 Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	48631/303592
--------------------------------	--------------

NAME OF SUBMITTER:	Margaret A. Cogburn
---------------------------	---------------------

Total Attachments: 5
 source=Ultravisual Merger#page1.tif

CH \$40.00 2808827

source=Ultravisual Merger#page2.tif
source=Ultravisual Merger#page3.tif
source=Ultravisual Merger#page4.tif
source=Ultravisual Merger#page5.tif

Delaware

PAGE 1

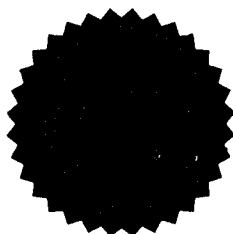
The First State

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:

"EMAGEON-UV DEVELOPMENT CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "ULTRAVISUAL MEDICAL SYSTEMS CORPORATION" UNDER THE NAME OF "ULTRAVISUAL MEDICAL SYSTEMS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MAY, A.D. 2003, AT 7:02 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

3229269 8100M

AUTHENTICATION: 2446365

030359840

DATE: 05-31-03

TRADEMARK
REEL: 002915 FRAME: 0564

CERTIFICATE OF MERGER
OF
EMAGEON-UV DEVELOPMENT CORPORATION
WITH AND INTO
ULTRAVISUAL MEDICAL SYSTEMS CORPORATION

Ultravisual Medical Systems Corporation, a Delaware corporation (the "Company"), the surviving corporation in the merger of Emageon-UV Development Corporation, a Delaware corporation ("Merger Sub"), with and into the Company, hereby certifies that:

1.

The names and jurisdictions of the constituent corporations participating in the merger certified herein are (a) Ultravisual Medical Systems Corporation, which is incorporated under the laws of the State of Delaware, and (b) Emageon-UV Development Corporation, which is incorporated under the laws of the State of Delaware.

2.

The name of the surviving corporation in the merger herein certified is Ultravisual Medical Systems Corporation, a Delaware corporation, which will ~~continue~~ continue its existence as said surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware.

3.

Upon the effectiveness of the merger, the Certificate of Incorporation of the surviving corporation shall be amended as set forth on Exhibit A attached hereto.

4.

An Agreement and Plan of Merger dated as of April 30, 2003 (the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

ATLLIB01 15241903

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:02 PM 05/30/2003
FILED 07:02 PM 05/30/2003
SRV 030359840 - 3229269 FILE

TRADEMARK
REEL: 002915 FRAME: 0565

5.

The full text of the Merger Agreement is on file at the principal place of business of the surviving corporation, which is 1200 Corporate Drive, Suite 400, Birmingham, Alabama 35242. The surviving corporation shall furnish a copy of the Merger Agreement to any stockholder of either constituent corporation to the merger upon written request and without charge.

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of this 30th day of May, 2003 by the undersigned.

ULTRAVISUAL MEDICAL SYSTEMS CORPORATION
(a Delaware corporation)


By: 
Mark Gehring, President and CEO

EXHIBIT A

1. Article II is hereby deleted in its entirety and the following is substituted in lieu thereof:

"ARTICLE II

The registered office of the corporation shall be at 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808. The registered agent of the corporation at that address shall be Corporation Service Company."

2. Article III is hereby deleted in its entirety and the following is substituted in lieu thereof:

"ARTICLE III

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, and the corporation shall have all powers necessary to engage in such acts or activities, including, but not limited to, the powers enumerated in the General Corporation Law of Delaware or any amendment thereto."

3. Article IV is hereby deleted in its entirety and the following is substituted in lieu thereof:

"ARTICLE IV

The total number of shares of stock which the corporation shall have authority to issue is 100 shares, all of which shall be common stock of \$.01 par value per share."

4. Article V is hereby deleted in its entirety and the following is substituted in lieu thereof:

"ARTICLE V

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, make, alter or repeal the Bylaws of the corporation."

5. A new Article VI is hereby added:

"ARTICLE VI

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation."

6. A new Article VII is hereby added:

"ARTICLE VII

The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of Delaware, as amended or supplemented from time to time."

ATLLIB01 1924190.3