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To the Director of the United States Patent and Trademark Office

al documents or copy thereof.

1. Name of conveying party(ies):

BCE EMERGIS ACQUISITION INC.

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

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Certificate of Ownership and Merger

Execution Date: 03/29/2000

2. Name and address of receiving party(ies):

Name: UNITED PAYORS & UNITED PROVIDERS, INC.

Internal Address: Sixth Floor

Street Address: 2275 Research Boulevard

City: Rockville State: MD ZIP: 20850

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

If assignee is not domiciled in the United States, a domestic designation is ☐ Yes ☒ N
(Designations must be a separate document from
Additional name(s) & address(es) ☐ Yes ☒ N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,306,338; 2,327,002
2,327,003;
2,306,337;

Additional numbers ☐ Yes ☒ No

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

Name: Edward J. Kondracki

Internal Address: MILES & STOCKBRIDGE P.C.

Suite 500

Street Address: 1751 Pinnacle Drive

City: McLean State: VA ZIP: 22102

6. Total number of applications and registrations involved:.....

4

7. Total fee (37 CFR 3.41):.....\$ \$115.00

- ☐ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:

501165

2306338

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.

Edward J. Kondracki

Name of Person Signing

Edward J. Kondracki

Signature

March 2, 2004

Date

Total number of pages including cover sheet, attachments, and

4

Mail documents to be recorded with required cover sheet information to:
Mail Stop Recordation Services
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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:46 AM 03/29/2000
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

BCE EMERGIS ACQUISITION INC.

WITH AND INTO

UNITED PAYORS & UNITED PROVIDERS, INC.

Pursuant to Section 253 of the General Corporation Law
of the State of Delaware

BCE Emergis Acquisition, Inc., a Delaware corporation, desiring to merge into United Payors and United Providers, Inc., a Delaware corporation, pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. Each of BCE Emergis Acquisition Inc. ("Parent") and United Payors & United Providers, Inc., ("Subsidiary") is a corporation organized and validly existing under the laws of the State of Delaware.

2. Parent is the owner of all of the outstanding shares of each class of stock of Subsidiary.

3. On March 28, 2000, the Board of Directors of Parent adopted the following resolutions:

RESOLVED, that Parent, which owns all of the outstanding shares of each class of stock of Subsidiary, shall be merged into Subsidiary. Subsidiary shall be the surviving corporation hereinafter sometimes referred to as the "Surviving Corporation."

FURTHER RESOLVED, that the effective time of the merger (the "Effective Time") shall be the date and time of the filing of an appropriate Certificate of Ownership and Merger in accordance with Section 253 of the General Corporation Law of the State of Delaware ("GCL").

FURTHER RESOLVED, that at the Effective Time, (i) each share of common stock, par value \$0.01 per share, of Parent issued and outstanding immediately prior to the Effective Time shall be converted into and exchanged for one validly issued, fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation, certificates for which shall be issued to the sole stockholder of Parent upon surrender to the Surviving Corporation of the stock certificates formerly representing shares of Parent, and (ii)

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each share of common stock, par value \$0.01 per share, of Subsidiary issued and outstanding immediately prior to the Effective Time shall be canceled. As a result of the aforementioned actions, the sole stockholder of Parent shall own all of the issued and outstanding shares of the common stock of the Surviving Corporation.

FURTHER RESOLVED, that the officers of Parent are authorized to execute, in the name of Parent, and to file with the Secretary of the State of Delaware, a Certificate of Ownership and Merger, setting forth a copy of these resolutions, pursuant to the provisions of Section 253 of the GCL, such officers being further authorized and directed to execute such documents and take such other actions as they may deem necessary or appropriate to effect the merger provided for by these resolutions.

4. The merger described above has been approved by the unanimous written consent of the sole stockholder of Parent in accordance with Section 228 and 253 of the GCL.

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