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03-05-2004

Docket No.:

00001-000000

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102686029

1 original documents or copy thereof.

1. Name of conveying party(ies):

UNITED PAYORS & UNITED PROVIDERS, INC.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

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

3. Nature of conveyance:

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

Execution Date: 09/06/2000

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

Name: BCE EMERGIS CORPORATION

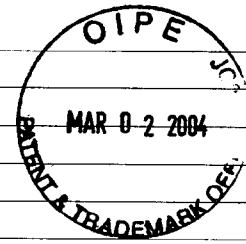
Internal Address: Sixth Floor

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

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.

Edward J. Kondracki
Name of Person Signing

Edward J. Kondracki
Signature

March 2, 2004
Date

Total number of pages including cover sheet, attachments, and

3

Mail documents to be recorded with required cover sheet information to:
Mail Stop Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 002921 FRAME: 0821

03/04/2004 MUELLER 00000150 501165
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02 FC:8522

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 10/02/2000
001496247 - 2613745

**CERTIFICATE OF AMENDMENT
OF
UNITED PAYORS & UNITED PROVIDERS, INC.**

United Payors & United Providers, Inc., a Delaware corporation (hereinafter called the "Corporation"), hereby certifies that:

FIRST: The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST and inserting in lieu thereof the following:

"The name of the Corporation is BCE Emergis Corporation."

SECOND: On September 6, 2000, the Board of Directors of the Corporation, duly adopted a resolution setting forth the foregoing amendment to the charter and declaring that the said amendment of the charter as proposed was advisable and directing that it be submitted for action thereon by the sole stockholder of the Corporation on September 6, 2000.

THIRD: Notice setting forth the said amendment of the charter and stating the purpose of the special meeting of the stockholder to take action thereon, was waived by the sole stockholder of the Corporation entitled to vote thereon. There are no other stockholders of the Corporation entitled to vote on this matter. The amendment of the charter of the Corporation as hereinabove set forth was approved by the sole stockholder of the Corporation by a written consent.

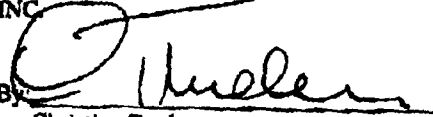
FOURTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the sole director, and approved by the sole stockholder of the Corporation, all in accordance with Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and attested by its Assistant Corporate Secretary on this 6th day of September, 2000.

Attest:



Joseph M. Mott
Assistant Corporate Secretary

UNITED PAYORS & UNITED PROVIDERS,
INC

By _____
Christian Trudeau
President