

REC'D
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03-05-2004

Docket No.:

00001-000000

Tab settings

To the Director of the United States Patent and Trademark Office

102686027

original documents or copy thereof.

1. Name of conveying party(ies):

P.B. NEWCO, INC.

- ☐ Individual(s)
☐ General Partnership
☒ Corporation-State Iowa
☐ Other

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

3. Nature of conveyance:

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

Execution Date: 06/07/1996

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;
2,327,003;
2,306,337;

2,327,002

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

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

Signature

March 2, 2004

Date

Total number of pages including cover sheet, attachments, and

10

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: 002922 FRAME: 0480

03/04/2004 LMUELLER 000001 501165 2306338

01 FC:8521
02 FC:8522

**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 Payers & 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 per value per share of United Payers & 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 per value per share, of United Payers & 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 Payers & United Providers, Inc. shall be issued to the holders of common stock and preferred stock, respectively, of the Parent Corporation upon surrender to United Payers & 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 Payers & United Providers, Inc., as the surviving corporation in the merger, shall notify each stockholder of record of said United Payers & 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 Payers & 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 EB News, 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.

EB News, Inc.

By: 

Thomas L. Blair
President

ATTEST:

By: 

S. Joseph Bruno
Secretary

**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;

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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.

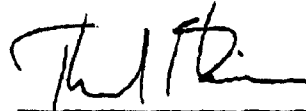
(6) The Certificate of Incorporation of United Payors & United Providers, Inc. shall be the Certificate of Incorporation of the surviving corporation.

(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.

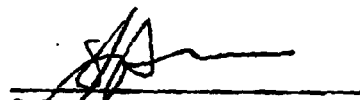
By:



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.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 09/21/2000
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CERTIFICATE OF CORRECTION

FILED TO CORRECT A CERTAIN ERROR IN THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
UNITED PAYORS & UNITED PROVIDERS, INC.
FILED IN THE OFFICE OF THE SECRETARY OF STATE OF DELAWARE
ON MARCH 29, 2000

UNITED PAYORS & UNITED PROVIDERS, INC., a corporation organized and existing
under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: The name of the corporation is United Payors & United Providers, Inc. (the
"Corporation").

SECOND: That the Amended and Restated Certificate of Incorporation was filed with
the Secretary of State of Delaware on March 29, 2000, and that said Certificate requires correction
as permitted by Section 103 of the General Corporation Law of the State of Delaware.

THIRD: The inaccuracy or defect in said Certificate to be corrected is changing the
aggregate number of shares of Common Stock that the Corporation shall have authority to issue from
1,000,000 to 10,000,000.

FOURTH: Article IV, Capital Stock, of the Certificate is corrected to read as follows:

The aggregate number of shares of all classes of stock that the
Corporation shall have authority to issue is 10,000,000 all of which
shall be shares of Common Stock, par value \$.01 per share.

IN WITNESS WHEREOF, United Payors & United Providers, Inc. has caused this
Certificate to be signed by Joseph M. Mott, an authorized officer, this 21st day of September, 2000.

UNITED PAYORS & UNITED PROVIDERS, INC.

By: Joseph M. Mott

Joseph M. Mott

Assistant Secretary

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"DB NEWCO, INC.", A IOWA CORPORATION;

WITH AND INTO "UNITED PAYORS & UNITED PROVIDERS, INC." UNDER THE NAME OF "UNITED PAYORS & UNITED PROVIDERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF JUNE, A.D. 1996, AT 2:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATION HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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96-10-96