

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Medix Resources, Inc.		12/17/2003	CORPORATION: COLORADO

RECEIVING PARTY DATA	
Name:	Ramp Corporation
Street Address:	33 Maiden Lane, Fifth Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10038
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Serial Number:	76222697	EPHYSICIAN PRACTICE

CORRESPONDENCE DATA	
Fax Number:	(650)213-0260
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(650)812-1300
Email:	patrademarks@manatt.com
Correspondent Name:	Manatt, Phelps & Phillips, LLP
Address Line 1:	1001 Page Mill Road, Building 2
Address Line 4:	Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER:	26409.030
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NAME OF SUBMITTER:	Charlotte C. Carberry, Paralegal
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Total Attachments: 3
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source=Medix to Ramp Merger Doc#page3.tif

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Delaware

PAGE 1

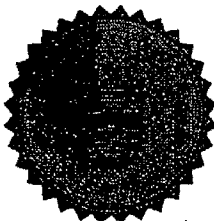
The First State

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 OWNERSHIP, WHICH MERGES:

"MEDIX RESOURCES, INC.", A COLORADO CORPORATION,
WITH AND INTO "RAMP CORPORATION" UNDER THE NAME OF "RAMP CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003, AT 8 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE EIGHTEENTH DAY OF DECEMBER, A.D. 2003.

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

3624158 8100M

AUTHENTICATION: 2823922

030816464

DATE: 12-18-03

TRADEMARK

REEL: 002945 FRAME: 0742

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:00 PM 12/17/2003
FILED 08:00 PM 12/17/2003
SRV 030816464 - 3624158 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MEDIX RESOURCES, INC.
(a Colorado corporation)

WITH AND INTO

RAMP CORPORATION
(a Delaware corporation)

(Under Section 253 of the Delaware General Corporation Law)

MEDIX RESOURCES, INC., a Colorado corporation ("Medix"), does hereby certify that:

FIRST: Medix was incorporated on April 22, 1988 pursuant to the Colorado Business Corporation Act ("CBCA"). Section 7-111-107 of the CBCA permits a Colorado corporation to merge with and into a Delaware corporation.

SECOND: Medix owns all of the outstanding shares of stock of Ramp Corporation, a Delaware corporation ("Ramp"), and Ramp Corporation was originally incorporated on February 11, 2003, pursuant to the Delaware General Corporation Law ("DGCL").

THIRD: An Agreement and Plan of Merger dated as of December 17, 2003 (the "Merger Agreement"), between Medix and Ramp relating to the merger of Medix with and into Ramp (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of Medix and Ramp.

FOURTH: The following resolution approving the Merger was duly adopted at a meeting of the Board of Directors of Medix held on October 7, 2003:

RESOLVED, that the merger of the Company into Ramp Corporation, a wholly owned subsidiary of the Company incorporated in Delaware, with the effect of changing the Company's state of incorporation from Colorado to Delaware and changing its name to Ramp Corporation, is hereby adopted and approved in all respects subject to the shareholder approval, which is recommended.

FIFTH: The name of the surviving business entity (the "Surviving Corporation") is "Ramp Corporation".

SIXTH: The Restated Certificate of Incorporation of Ramp shall be the Certificate of Incorporation of the Surviving Corporation.

SEVENTH: The merger of Medix with and into Ramp provided for pursuant to this Certificate of Merger shall be effective December 18, 2003 as provided by the DGCL.

EIGHTH: The Merger has been adopted, approved, certified, executed and acknowledged by Medix in accordance with the applicable provisions of the CBCA.

NINTH: On the effective date of the Merger, each share of Medix will be automatically converted into one share of the Surviving Corporation. No fractional shares, cash or other property will be issued by the Surviving Corporation.

IN WITNESS WHEREOF, Medix has caused this Certificate of Merger to be signed by its duly authorized officer as of the date indicated below.

MEDIX RESOURCES, INC.
a Colorado corporation

By: /s/ Andrew Brown
Andrew Brown
President and Chief Operating Officer

Dated: December 17, 2003