

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HealthSmart Preferred Care, Inc.		01/10/2003	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	HealthSmart Preferred Care II, L.P.
Composed Of:	COMPOSED OF its general partner HealthSmart Management, LLC
Street Address:	2002 West Loop 289
Internal Address:	Suite 110
City:	Lubbock
State/Country:	TEXAS
Postal Code:	79407
Entity Type:	LIMITED PARTNERSHIP: TEXAS

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	76116977	SMARTCARE
Registration Number:	2325112	HEALTHSMART PREFERRED CARE, INC.
Registration Number:	2325113	HEALTHSMART PREFERRED CARE, INC.
Registration Number:	2479995	SMARTACCESS
Registration Number:	2208419	

CORRESPONDENCE DATA

Fax Number: (214)999-3623
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2149994682
 Email: lhemphill@gardere.com
 Correspondent Name: Gardere Wynne Sewell LLP/Lisa Hemphill
 Address Line 1: 1601 Elm Street
 Address Line 2: Suite 3000
 Address Line 4: Dallas, TEXAS 75201-4761

TRADEMARK

CH \$140.00 76116977

NAME OF SUBMITTER:	Lisa R. Hemphill
Signature:	/Lisa R. Hemphill/
Date:	02/17/2005
Total Attachments: 7 source=healthsm#page1.tif source=healthsm#page2.tif source=healthsm#page3.tif source=healthsm#page4.tif source=healthsm#page5.tif source=healthsm#page6.tif source=healthsm#page7.tif	

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Conversion for HEALTHSMART PREFERRED CARE II, L.P. (filing number: 800163834), a Domestic Limited Partnership (LP), was filed in this office on January 10, 2003.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 19, 2005.



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

Phone: (512) 463-5555
Prepared by: SOS-WEB

Come visit us on the internet at <http://www.sos.state.tx.us/>
Fax: (512) 463-5709

TTY: 7-1-1
Document: 79989500003

TRADEMARK
REEL: 003032 FRAME: 0336

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

HEALTHSMART PREFERRED CARE II, L.P.
800163834

Articles of Conversion

January 10, 2003

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 19, 2005.

A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

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TRADEMARK
REEL: 003032 FRAME: 0337

FILED
in the Office of the
Secretary of State of Texas.

JAN 10 2003

ARTICLES OF CONVERSION

for conversion of

HEALTHSMART PREFERRED CARE, INC., a Texas corporation, ~~to~~ Corporations Section

TO

HEALTHSMART PREFERRED CARE II, L.P., a Texas limited partnership

Pursuant to the provisions of Article 5.18 of the Texas Business Corporation Act and Article 6132a-1 Section 2.15 of the Texas Revised Limited Partnership Act, **HEALTHSMART PREFERRED CARE, INC.,** a Texas corporation, is converting to **HEALTHSMART PREFERRED CARE II, L.P.,** a Texas limited partnership, and executes these articles of conversion, certifying the following:

Article One

1.1 The converting entity, **HEALTHSMART PREFERRED CARE, INC.,** 2002 West Loop 189, Suite 110, Lubbock, TX 79407, is a corporation formed under the laws of the state of Texas on November 22, 1993.

1.2 The converted entity, **HEALTHSMART PREFERRED CARE II, L.P.,** will be a limited partnership formed under the laws of the state of Texas. The converted entity is being created pursuant to the plan of conversion.

Article Two

2.1 A plan of conversion was approved by the directors and shareholders of **HEALTHSMART PREFERRED CARE, INC.** on December 10, 2002.

2.2 The converting entity, **HEALTHSMART PREFERRED CARE, INC.,** had the number of shares outstanding and the designation and number of outstanding shares of each class or series of stock that are entitled to vote as a class on the plan of conversion, as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Shares Entitled to Vote as a Class or Series</u>	
		<u>Designation of Class or Series</u>	<u>Number of Shares</u>
HealthSmart Preferred Care, Inc. a Texas corporation	1,000	N/A	N/A

2.3 For the converting entity, **HEALTHSMART PREFERRED CARE, INC.**, the number of shares that voted for and against the plan of conversion, and the number of shares of each class or series that voted for and against the plan are as follows:

Name of Corporation	Number of Shares		Number of Shares		
	Not Entitled to Vote as a Class		Entitled to Vote as a Class		
	Voted For	Voted Against	Class or Series	Voted For	Voted Against
HealthSmart Preferred Care, Inc. a Texas corporation	1,000	-0-	N/A	N/A	N/A

2.4 An executed copy of the plan of conversion is on file at 2002 West Loop 289, Suite 110, Lubbock, Texas 79407, the principal place of business of **HEALTHSMART PREFERRED CARE, INC.**

2.5 An executed copy of the plan of conversion will be on file at 2002 West Loop 289, Suite 110, Lubbock, Texas 79407, the principal place of business of **HEALTHSMART PREFERRED CARE II, L.P.** from and after the conversion.

2.6 An executed copy of the plan of conversion will be furnished by the converting entity (prior to conversion) or by the converted entity (after conversion) to shareholders or partners of either entity. The copy will be provided without cost, on the written request of the shareholders or partners.

2.7 The approval of the plan was duly authorized by all action required by the Texas Business Corporation Act and the Articles of Incorporation and the Bylaws of the converted entity.

2.8 The converted entity has assumed and does hereby assume liability for payment of all franchise taxes and fees owed by the converting entity.

2.9 The conversion will become effective on the filing of these Articles of Conversion with the Texas Secretary of State.

Executed on the 1st day of January, 2003.

Converting Entity:

**HEALTH SMART PREFERRED CARE, INC., a
Texas corporation**

By: *Ted L. Parker, Parker*
Ted L. Parker, President

CERTIFICATE OF FORMATION OF A LIMITED PARTNERSHIP**HEALTHSMART PREFERRED CARE II, L.P.**

Pursuant to the provisions of the Texas Revised Limited Partnership Act, V.A.T.S. art. 6132a-1, the undersigned certify that the statements hereinafter made are provisions of the agreement of limited partnership, which is to be effective immediately after this Certificate of Limited Partnership is filed with the Secretary of State of Texas.

A. Mandatory Statements:

1. The name of the limited partnership is: **HEALTHSMART PREFERRED CARE II, L.P.**
2. The address of the registered office of the limited partnership in Texas is: **2002 West Loop 289, Suite 110, Lubbock, Texas 79407**, and the name of the registered agent of the limited partnership for the service of process on the limited partnership at that address is **MARK KOHLER**.
3. The street address of the principal office of the limited partnership in the United States where records of the limited partnership are to be kept or made available under Section 1.07 of the Act is **2002 West Loop 289, Suite 110, Lubbock, Texas 79407**.
4. The name, mailing address and the street address of the business of the general partner is:

Name: HEALTHSMART MANAGEMENT, LLC

Mailing Address: 2002 West Loop 289, Suite 110, Lubbock, Texas 79407

Street Address: 2002 West Loop 289, Suite 110, Lubbock, Texas 79407

B. Other:

1. The interests of each partner are subject to certain transfer restrictions which are applicable to each Limited Partner.
2. **HEALTHSMART PREFERRED CARE II, L.P.** is being formed pursuant to a Plan of Conversion pursuant to Article 5.18 of the Texas Business Corporation Act between **HEALTHSMART PREFERRED CARE, INC.**, a Texas corporation, 2002 W. Loop 289, Suite 110, Lubbock, TX 79407 formed on 11/22/93 and **HEALTHSMART PREFERRED CARE II**,

LTD., a Texas limited partnership. HEALTH SMART PREFERRED CARE II, L.P., a Texas limited partnership, shall be the surviving converted entity after the conversion is complete. The converted entity is being created pursuant to the plan of conversion.

In witness whereof this Certificate has been duly executed by the following partners, who include all of the general partners of the Limited Partnership.

HEALTH SMART PREFERRED CARE II, L.P.

By: HEALTHSMART MANAGEMENT, LLC, its
General Partner

By: Ted L. Parker, Manager
TED L. PARKER, Manager