

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/23/2003

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Synavant Inc.		07/23/2003	CORPORATION:

**RECEIVING PARTY DATA**

Name:	Dendrite Interactive Marketing LLC
Street Address:	200 Somerset Corporate Blvd.
City:	Bridgewater
State/Country:	NEW JERSEY
Postal Code:	08807
Entity Type:	CORPORATION:

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2171250	MEDICAL DIALOGUE

**CORRESPONDENCE DATA**

Fax Number: (212)218-2200  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (212) 218-2100  
 Email: jgibson@fchs.com  
 Correspondent Name: James M. Gibson, Esq.  
 Address Line 1: 30 Rockefeller Plaza  
 Address Line 4: New York, NEW YORK 10112-3800

NAME OF SUBMITTER:	James M. Gibson
Signature:	/JMG/
Date:	04/07/2005

CH \$40.00 2171250

**Total Attachments: 14**

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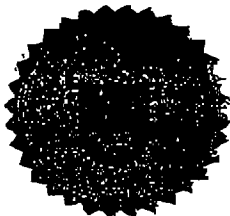
# Delaware

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 INCORPORATION OF "AMGIS ACQUISITION CO.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF APRIL, A.D. 2003, AT 8:21 O'CLOCK P.M.

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

AUTHENTICATION: 2374264

DATE: 04-21-03

3648934 8100

030254676

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:17 PM 04/17/2003  
FILED 08:21 PM 04/17/2003  
SRV 030254676 - 3648934 FILE

**CERTIFICATE OF INCORPORATION  
OF  
AMGIS ACQUISITION CO.**

The undersigned in order to form a corporation pursuant to the provisions of the General Corporation Law of the State of Delaware, hereby certifies:

**ARTICLE I**

The name of the corporation (the "Corporation") is AMGIS ACQUISITION CO.

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV**

(A) Capitalization; Classes of Stock The total number of shares which the Corporation is authorized to issue is Three Thousand (3,000) shares, all of which shall be Class A Common Stock, par value \$0.01 per share ("Common Stock"). Except as hereinafter expressly set forth in this Article, Common Stock shall have the same rights and privileges and shall rank equally, share ratably and be identical in respects as to all matters, including rights in liquidation.

(B) Voting Rights. The entire voting power of the Corporation shall be vested in the holders of Common Stock. Each holder of shares of Common Stock shall be entitled to one vote for each share held. Each holder of shares of Common Stock shall be entitled to notice of any stockholders' meeting in accordance with the By-laws of the Corporation and shall be entitled to vote upon any matter submitted to a vote of stockholders, except as otherwise required by law.

(C) Dividend Rights. The holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

#### ARTICLE V

The name and mailing address of the incorporator is: Christine A. Pellizzari, c/o Dendrite International, 200 Somerset Corporate Blvd., 8th Floor, Somerset Corporate Center, Bridgewater, New Jersey 08807. The powers of the incorporator shall terminate upon the appointment of Directors.

#### ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the By-laws of the Corporation. Advance notice of new business and stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the By-laws of the Corporation.

#### ARTICLE VII

(A) The Corporation shall indemnify every Corporate Agent (as defined below) to the full extent permitted by Section 145 of the General Corporation Law of the State of Delaware, and to the full extent otherwise permitted by law. As used in this Certificate of Incorporation, the term "Corporate Agent" means any person who was or is a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture or other enterprise.

(B) No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Delaware is amended after the filing of the Certificate of Incorporation of which this Article is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers of Delaware corporations, then the liability of the directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

#### ARTICLE VIII

Any repeal or modification of Article VII of this Certificate of Incorporation by the stockholders of the Corporation shall not adversely affect any right or protection of a Corporate Agent of the Corporation existing at the time of such repeal or modification.

FROM PITNEY HARDIN KIPP & SZUCH

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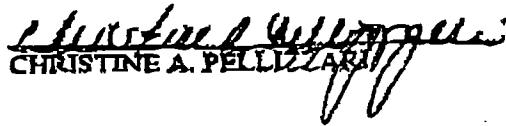
**ARTICLE IX**

Pursuant to Section 211(e) of the General Corporation Law of the State of Delaware, Directors shall not be required to be elected by written ballot.

**ARTICLE X**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation of the Corporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate of Incorporation as of the 17<sup>th</sup> day of April, 2003.

  
CHRISTINE A. PELLIZZARI

# Delaware

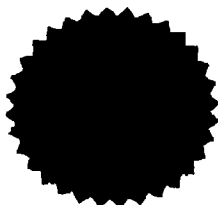
PAGE 1

*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:

"AMGIS ACQUISITION CO.", A DELAWARE CORPORATION, WITH AND INTO "SYNAVANT INC." UNDER THE NAME OF "SYNAVANT INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF JUNE, A.D. 2003, AT 3:49 O'CLOCK P.M.

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

3239196 8100M

030396119

AUTHENTICATION: 2476267

DATE: 06-16-03

TRADEMARK  
REEL: 003061 FRAME: 0541

FROM MNA&T/302-658-3989

(MON) 6.16.03 15:53/ST. 15:54:40:4861803989 P 2  
State of Delaware  
Division of Corporations  
Delivered 03:49 PM 06/16/2003  
FILED 03:49 PM 06/16/2003  
SRV 030396119 - 3239196 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**  
of  
**AMGIS ACQUISITION CO.**  
(Delaware Corporation)

with and into

**SYNAVANT INC.**  
(Delaware Corporation)

The undersigned corporation, Amgis Acquisition Co., a Delaware corporation (the "Company"), in order to effect a merger with and into SYNAVANT Inc., a Delaware corporation ("Synavant"), pursuant to Section 253 of the Delaware General Corporation Law, hereby certifies:

**FIRST:** The Company owns at least 90% of the outstanding shares of each class of the stock of Synavant.

**SECOND:** This Certificate of Ownership and Merger shall become effective immediately upon filing.

**THIRD:** In accordance with the Delaware General Corporation Law, the sole director of the Company has adopted the following resolutions by written consent of sole director, dated as of June 16, 2003:

**RESOLVED,** that the Company shall merge itself with and into Synavant and Synavant shall be the surviving corporation, which shall assume all of the obligations of the Company; and be it further

**RESOLVED,** that at the effective time of the merger, each issued and outstanding share of common stock of the Company will be converted into and become one validly issued, fully paid and nonassessable share of common stock of the surviving corporation; and be it further

**RESOLVED,** that at the effective time of the merger, each share of common stock of Synavant held in the treasury of Synavant and each outstanding share that is owned by Synavant, Dendrite International, Inc. or the Company shall be canceled without any payment of cash or any other distribution made with respect thereto; and be it further

**RESOLVED,** that immediately prior to the effective time of the merger, all outstanding and unexercised stock options of Synavant, whether vested or unvested, shall be canceled and any holder thereof will be entitled to receive from the surviving corporation an amount in cash equal to the product of (i) the number of shares of common stock of Synavant previously subject to such holder's common stock



FROM MNA&amp;T/302-658-3989

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options and (ii) the excess, if any, of \$3.22 over the exercise price per share previously subject to such Synavant stock option, less any required withholding taxes; and be it further

**RESOLVED**, that immediately prior to the effective time of the merger, all outstanding restricted stock units, whether vested or unvested, shall be canceled, and any holder thereof shall be entitled to receive from the surviving corporation in consideration for such cancellation an amount in cash equal to the product of (i) the number of shares of common stock of Synavant previously subject to such holder's restricted stock units and (ii) \$3.22, less any required withholding taxes; and be it further

**RESOLVED**, that at the effective time of the merger, each share of common stock of Synavant then issued and outstanding, other than shares held by holders who are entitled and properly demand appraisal of such shares pursuant to Section 262 of the Delaware General Corporation Law, shall be canceled and shall cease to exist and, in exchange, shall be converted into the right to receive \$3.22 per share, payable to the holder thereof, less any required withholding taxes, upon surrender and exchange of the stock certificate evidencing such share; and be it further

**RESOLVED**, that the appropriate officers of the Company are hereby authorized and directed in the name and on behalf of the Company to file a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; and be it further

**RESOLVED**, that the effective time of the Certificate of Ownership and Merger and the effective time of the merger contemplated thereby shall be immediately upon the filing of such Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; and be it further

**RESOLVED**, that within ten (10) days after the effective date of the merger, the surviving corporation will notify each stockholder of record of Synavant immediately prior to the merger who has neither voted in favor of the merger nor consented thereto in writing, of (i) the effectiveness of the merger and (ii) such stockholder's rights under Section 262 of the Delaware General Corporation Law; and be it further

**RESOLVED**, that at the effective time of the merger, the Amended and Restated Certificate of Incorporation of Synavant shall be the certificate of incorporation of the surviving corporation and the number of authorized shares of the surviving corporation shall remain the same after the merger; and be it further

FROM MNA&amp;T/302-658-3989

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**RESOLVED**, that at the effective time of the merger, the Amended and Restated By-laws of Synavant shall be the by-laws of the surviving corporation; and be it further

**RESOLVED**, that at the effective time of the merger, the officers of Synavant shall be the officers of the surviving corporation, until the earlier of their resignation or removal or otherwise ceasing to be an officer and until their respective successors are duly elected and qualified; and be it further

**RESOLVED**, that at the effective time of the merger, the sole director of the Company shall be the sole director of the surviving corporation; and be it further

**RESOLVED**, that appropriate officers of the Company are hereby authorized and directed in the name and on behalf of the Company to take or cause to be taken any and all such further actions to execute and deliver, or cause to be executed and delivered, all such documents, certificates, and instruments, and to engage in such acts as they shall in their judgment determine to be necessary, desirable, or advisable, to carry out fully the intent and purposes of the foregoing resolutions; and be it further

**RESOLVED**, that the merger shall be submitted to the sole stockholder of the Company for approval.

**FOURTH:** This merger has been approved by written consent of the sole stockholder of the Company.

**IN WITNESS WHEREOF**, the Company has caused its duly authorized officer to execute this Certificate of Ownership and Merger as of June 16, 2003.

AMG'S ACQUISITION CO.

By:   
Name: Christine A. DeLuzati  
Title: President

# Delaware

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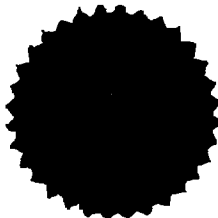
*The First State*

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 MERGER, WHICH MERGES:

"SYNAVANT INC.", A DELAWARE CORPORATION,

WITH AND INTO "DENDRITE INTERACTIVE MARKETING LLC" UNDER THE NAME OF "DENDRITE INTERACTIVE MARKETING LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JULY, A.D. 2003, AT 5:01 O'CLOCK P.M.

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

3677562 8100M

AUTHENTICATION: 2557079

030482820

DATE: 07-30-03

TRADEMARK  
REEL: 003061 FRAME: 0545

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:01 PM 07/23/2003  
FILED 05:01 PM 07/23/2003  
SRV 390482820 - 3677562 FILE

**CERTIFICATE OF MERGER**  
of  
**SYNAVANT INC.**  
into  
**DENDRITE INTERACTIVE MARKETING LLC**

Under Section 264 of the Delaware General Corporation Law and  
Section 18-209 of the Delaware Limited Liability Company Act and

Dendrite Interactive Marketing LLC, a Delaware limited liability company and the surviving business entity in the within referenced merger with SYNAVANT Inc., Delaware corporation, in order to effect a merger in accordance with Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA") . does hereby certify, in accordance with Section 18-209(c) of the DLLCA, as follows:

**FIRST:** The entities which are to merge are:

**SYNAVANT Inc.** a corporation organized under the laws of the State of Delaware ("SYNAVANT");

and

**Dendrite Interactive Marketing LLC**, a limited liability company formed under the laws of the State of Delaware ("DIM").

**SECOND:** An Agreement and Plan of Merger (the "Merger Agreement") setting forth the terms and conditions of the merger of Synavant with and into DIM (the "Merger") has been adopted, approved, certified, executed and acknowledged by Synavant as provided in Section 264(c) of the Delaware General Corporation Law, and by DIM as provided in DIM's limited liability company agreement and Section 18-209(b) of the Delaware Limited Liability Company Act.

**THIRD:** The name of the surviving entity in the Merger, which is a corporation governed by the laws of the State of Delaware (the "Surviving Company"), is:

**Dendrite Interactive Marketing LLC**

**FOURTH:** No amendments or changes in the certificate of formation of the Surviving Company are to be effected by the Merger. The certificate of formation of the Surviving Company, as now in force and effect, shall continue to be the certificate of incorporation of the Surviving Company until amended in accordance with the laws of the State of Delaware.

**FIFTH:** The executed Merger Agreement is on file at the principal place of business of the Surviving Company which is currently located at 200 Somerset Corporate Blvd., Bridgewater, New Jersey 08807.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any stockholder of Synavant or to any member of DIM.

IN WITNESS WHEREOF, Dendrite Interactive Marketing LLC has caused this Certificate of Merger to be executed in its name by its duly authorized officer on July 23, 2003, which signature constitutes the affirmation of the signatory, under penalties of perjury, that this Certificate is the act and deed of Dendrite Interactive Marketing LLC and that the facts stated herein are true.

DENDRITE INTERACTIVE MARKETING LLC

By: /s/ Paul L. Zaffaroni  
Paul L. Zaffaroni  
President

**AGREEMENT AND PLAN OF MERGER  
OF**

**SYNAVANT INC.**  
(a Delaware corporation)

**WITH AND INTO**

**DENDRITE INTERACTIVE MARKETING LLC**  
(a Delaware limited liability company)

This AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is made on July 23, 2003 by and between SYNAVANT Inc. ("Synavant"), a Delaware corporation and Dendrite Interactive Marketing LLC ("DIM"), a Delaware limited liability company (together, the "Constituent Companies"). DIM will be the surviving entity, sometimes hereinafter referred to as the "Surviving Entity".

WHEREAS, Synavant is a corporation validly existing in the State of Delaware, having its principal offices located at 200 Somerset Corporate Blvd., Bridgewater, New Jersey 08807; and

WHEREAS, DIM is a limited liability company duly organized and validly existing in the State of Delaware, having its principal offices located at 200 Somerset Corporate Blvd., Bridgewater, New Jersey 08807; and

WHEREAS, the Board of Directors of Synavant and the Managing Member of DIM have determined to merge Synavant with and into DIM as provided in this Plan of Merger; and

WHEREAS, the Constituent Entities are wholly-owned subsidiaries of Dendrite International, Inc.;

NOW, THEREFORE, the Constituent Entities hereby agree as follows:

1. Merger. At the Effective Time (as defined herein), Synavant will be and it hereby is merged with and into the DIM (the "Merger"). This Plan of Merger shall become effective upon the filing of a Certificate of Merger with the Office of the Secretary of the State of Delaware in the form attached as Exhibit 1. The effective date and time of the filing of such Certificate, the later thereof) is referred to herein as the "Effective Time".

2. Rights and Liabilities of the Surviving Entity. From and after the effective Effective Time, (i) all the rights, privileges, immunities, powers and franchises, of a public as well as of a private nature, and all property, real, personal and mixed, and all debts due on whatever account, including, without limitation, subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Constituent Entities shall be taken and deemed to be transferred to, and vested in, the Surviving Company without further act or deed; and all property, rights and privileges, immunities, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Company, as they were of the Constituent Entities, and (ii) all debts, liabilities, duties and obligations of the Constituent Entities shall become the debts, liabilities, duties and obligations of the Surviving Company and the Surviving Company shall thenceforth be responsible and liable for all the debts, liabilities, duties and obligations of the Constituent Entities and neither the rights of creditors nor

any liens upon the property of the Constituent Entities shall be impaired by the merger, and may be enforced against the Surviving Company.

3. Cancellation of Stock; No Limited Liability Company Interests. At the Effective Time, the issued and outstanding shares of capital stock of Synavant shall be automatically canceled. No limited liability company interests shall be issued in the merger in consideration for shares of capital stock of Synavant.

4. Surviving Entity. At the Effective Time the separate existence of the Synavant will cease, and DIM, as the Surviving Entity of the Merger, will continue to exist under and be governed by the laws of the State of Delaware. The name of the Surviving Entity will remain Dendrite Interactive Marketing Services LLC.

5. Certificate of Formation; Operating Agreement. The Certificate of Formation of DIM, as existing at the Effective Time, will be unaffected by the Merger and will be the Certificate of Formation of the Surviving Company. The limited liability company operating agreement of DIM, as existing at the Effective Time, will continue in full force as the limited liability company Operating Agreement of the Surviving Company until altered, amended or repealed as provided therein or as provided by law.

6. Members of Surviving Entity. The members of DIM immediately prior to the Effective Time will be the members of the Surviving Entity.

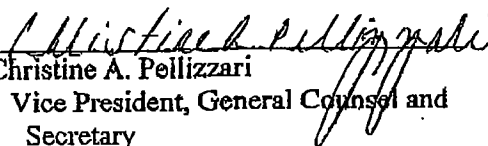
7. Termination. This Plan of Merger may be terminated and the Merger abandoned for any reason whatsoever, at any time prior to the Effective Time upon the written consent of the parties.

8. Amendment. This Plan of Merger may be amended at any time prior to the Effective Time upon the written consent of the parties.

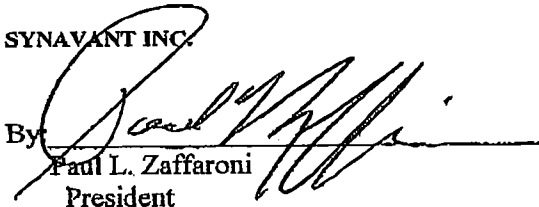
IN WITNESS WHEREOF, the Constituent Companies have executed this Plan of Merger as of the date first above written.

DENDRITE INTERNATIONAL MARKETING LLC

By: Dendrite International, Inc.  
Managing Member

By:   
Christine A. Pollizzari  
Vice President, General Counsel and  
Secretary

SYNAVANT INC.

By:   
Paul L. Zaffaroni  
President

**Exhibit 1**

**Certificate of Merger  
(see attached)**