

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Palmer & Cay, Inc.		12/27/2005	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Wachovia Insurance Services, Inc.
Street Address:	227 West Trade Street
Internal Address:	Suite 1500
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28202
Entity Type:	CORPORATION: NORTH CAROLINA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	78508519	ADVISENHEALTH
Registration Number:	1530049	

CORRESPONDENCE DATA

Fax Number: (704)353-3698
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 704 331 5792
 Email: dmillard@kennedycovington.com
 Correspondent Name: Karl S. Sawyer, Jr.
 Address Line 1: 214 N. Tryon Street
 Address Line 2: Hearst Tower, 47th Floor
 Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	27492.097 WACHOVIA ASSIGN
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OP \$65.00 78508519

NAME OF SUBMITTER:	Karl S. Sawyer, Jr.
Signature:	/Karl S. Sawyer, Jr./
Date:	04/21/2006
Total Attachments: 9 source=Parmer&CayMerger#page1.tif source=Parmer&CayMerger#page2.tif source=Parmer&CayMerger#page3.tif source=Parmer&CayMerger#page4.tif source=Parmer&CayMerger#page5.tif source=Parmer&CayMerger#page6.tif source=Parmer&CayMerger#page7.tif source=Parmer&CayMerger#page8.tif source=Parmer&CayMerger#page9.tif	

AFFIDAVIT OF MERGER

I, Beverly W. Jackson, being a duly appointed and acting Assistant Secretary of Wachovia Corporation, do hereby certify as follows:

- 1) Effective January 1, 2006, Palmer & Cay, Inc., a Georgia Corporation, merged with and into Wachovia Insurance Services, Inc., a North Carolina Corporation, as evidenced by a copy of the Articles of Merger from the State of North Carolina, attached hereto as Exhibit "A", and the Certificate of Merger from the State of Georgia, attached hereto as Exhibit "B."
- 2) Wachovia Insurance Services, Inc., a North Carolina Corporation, is a wholly-owned subsidiary of Wachovia Corporation, Charlotte, NC.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of Association on this 18th day of April, 2006.

(SEAL)

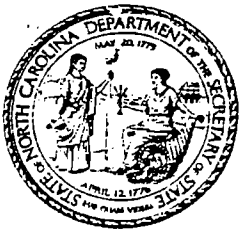
Beverly W. Jackson
 Beverly W. Jackson
 Assistant Secretary
 Wachovia Corporation

State of North Carolina
County of Union

SWORN to before me this
18th day of April, 2006.

Holly Marie Jammons
 Notary Public for North Carolina

My Commission Expires: My Commission Expires August 15, 2010



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

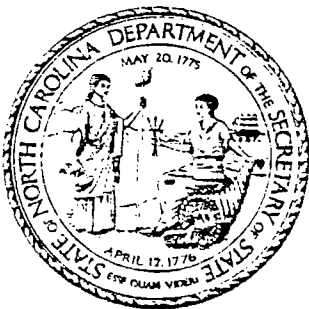
OF

PALMER & CAY, INC.

INTO

WACHOVIA INSURANCE SERVICES, INC.

the original of which was filed in this office on the 30th day of December, 2005.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 30th day of December, 2005

Elaine F. Marshall

Secretary of State

State of North Carolina
Department of the Secretary of State

ARTICLES OF MERGER

Pursuant to North Carolina General Statute Sections 55-11-05(a), 55A-11-09(d), 55A-11-04, 57C-9A-22(a), 59-73.32(a) and 59-1072(a), as applicable, the undersigned entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is Wachovia Insurance Services, Inc., a (check one) corporation, [] nonprofit corporation, [] professional corporation, [] limited liability company, [] limited partnership, [] partnership, [] limited liability partnership organized under the laws of North Carolina (state or country).

2. The address of the surviving entity is:

Street Address 227 West Trade Street, Suite 1500 City Charlotte
State North Carolina Zip Code 28202 County Mecklenburg

(Complete only if the surviving business entity is a foreign business entity that is not authorized to transact business or conduct affairs in North Carolina.) The mailing address of the surviving foreign business entity is: _____

_____. The Surviving foreign business entity will file a statement of any subsequent change in its mailing address with the North Carolina Secretary of State.

3. For each merging entity: (if more than one, complete on separate sheet and attach.) The name of the merged entity is Palmer & Cay, Inc., a (check one) corporation, [] nonprofit corporation, [] professional corporation, [] limited liability company, [] limited partnership, [] partnership, [] limited liability partnership organized under the laws of Georgia (state or country).

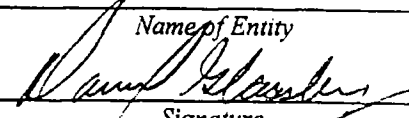
4. If the surviving business entity is a domestic business entity, the text of each amendment, if any, to the Articles of Incorporation, Articles of Organization, or Certificate of Limited Partnership within the Plan of Merger is attached.

5. A Plan of Merger has been duly approved in the manner required by law by each of the business entities participating in the merger.

6. These articles will be effective upon filing unless a delayed date and/or time is specified 1/01/2006 12:00am

This the 27th day of December, 20 05.

Wachovia Insurance Services, Inc.

Name of Entity

Signature

Daniel Glassberg, Sr. Vice President

Type or Print Name and Title

NOTES:

- 1. Filing fee is \$50 for For-profit entities.
- 2. Filing fee is \$25 for Non-profit entities.
- 3. This document must be filed with the Secretary of State. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 053631249
CONTROL NUMBER : 0349934
EFFECTIVE DATE : 01/01/2006
REFERENCE : 0091
PRINT DATE : 01/03/2006
FORM NUMBER : 411

CSC NETWORKS, INC.
DAVID HOLCOMB #310
900 OLD ROSWELL LAKES PKWY.
ROSWELL GA 30076

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

WACHOVIA INSURANCE SERVICES, INC., A NORTH CAROLINA CORPORATION

Nonsurviving Entity/Entities:

PALMER & CAY, INC., A GEORGIA CORPORATION



Cathy Cox
CATHY COX
SECRETARY OF STATE

ARTICLES OF MERGER

OF

PALMER & CAY, INC.

AND

WACHOVIA INSURANCE SERVICES, INC.

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the domestic corporation and the foreign corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Palmer & Cay, Inc., a corporation incorporated under the laws of the State of Georgia with and into Wachovia Insurance Services, Inc., a corporation incorporated under the laws of the State of North Carolina, adopted at a meeting by the Board of Directors of Palmer & Cay, Inc., on November 1, 2005, and adopted at a meeting by the Board of Directors of Wachovia Insurance Services, Inc., on November 1, 2005.

2. The merger was duly approved by the shareholders of Palmer & Cay, Inc.

3. The merger of Palmer & Cay, Inc., with and into Wachovia Insurance Services, Inc., is permitted by the laws of the jurisdiction of organization of Wachovia Insurance Services, Inc., and has been authorized in compliance with said laws.

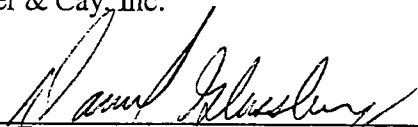
4. This Article constitutes an undertaking by the corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

5. The merger herein provided for shall take effect in the State of Georgia at 12:00a.m. on January 1, 2006.

Executed on


Palmer & Cay, Inc.

By:


Name: Daniel Glassberg
Title: Senior Vice President

Wachovia Insurance Services, Inc.

By:


Name: Daniel Glassberg
Title: Senior Vice President

SECRETARY OF STATE
2005 DEC 29 PM 1:21
CORPORATION DIVISION

155361

GA BC D-ARTICLES OF MERGER L/F D>F 06/00-3 (#571)

TRADEMARK
REEL: 003294 FRAME: 0263

PLAN AND AGREEMENT
OF
PALMER & CAY, INC.
AND
WACHOVIA INSURANCE SERVICES, INC.

PLAN OF MERGER adopted by Palmer & Cay, Inc., a corporation for profit organized under the laws of the State of Georgia, by resolution of its Board of Directors on November 1, 2005, and adopted on November 1, 2005 by Wachovia Insurance Services, Inc., a corporation for profit organized under the laws of the State of North Carolina, by resolution of its Board of Directors on November 1, 2006. The names of the corporations planning to merge are Palmer & Cay, Inc., a corporation for profit organized under the laws of the State of Georgia, and Wachovia Insurance Services, Inc., a corporation for profit organized under the laws of the State of North Carolina. The name of the surviving corporation into which Palmer & Cay, Inc., plans to merge is Wachovia Insurance Services, Inc.

1. Palmer & Cay, Inc., and Wachovia Insurance Services, Inc., shall, pursuant to the provisions of the Georgia Business Corporation Code and the provisions of the laws of the jurisdiction of organization of Wachovia Insurance Services, Inc., be merged with and into a single corporation, to wit, Wachovia Insurance Services, Inc., which shall be the surviving corporation when the merger takes effect and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Palmer & Cay, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease when the merger takes effect in accordance with the provisions of the Georgia Business Corporation Code.

2. The articles of incorporation of the surviving corporation when the merger takes effect in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation when the merger takes effect in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation when the merger takes effect in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation when the merger takes effect shall be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Georgia Business Corporation Code, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Georgia Business Corporation Code, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Georgia and of the State of North Carolina, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.



WACHOVIA

To The Gwinnett Daily Post
P.O. Box 603
Lawrenceville, Georgia 30046-0603

Dear Sirs:

You are requested to publish, once a week for two consecutive weeks, commencing within ten days after your receipt of this letter, a notice in the following form:

NOTICE OF MERGER

Notice is given that articles or a certificate of merger which will effect a merger by and between Palmer & Cay, Inc., a corporation incorporated in the State of Georgia, and Wachovia Insurance Services, Inc., a corporation incorporated in the State of North Carolina, has been delivered to the Secretary of State for filing in accordance with the Georgia Business Code. The name of the surviving corporation in the merger is Wachovia Insurance Services, Inc., a corporation incorporated in the State of North Carolina. The registered office of such corporation will be located at 327 Hillsborough Street, Raleigh, North Carolina, 27603 and its registered agent at such address is Corporation Service Company.

Enclosed is a check in the amount of \$40 in payment of the cost of publishing this notice.

Very truly yours,

Beverly W. Jackson

Dated: *12/27/2005*

155361

GA BC D-:ARTICLES OF MERGER L/F D>F 06/00-1 (#571)