

Form PTO-1594 (Rev. 07/05)  
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**  
**Thoroughbred Acquisition, Inc.**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 **Corporation-State: Georgia**  
 Other:

Citizenship (see guidelines) \_\_\_\_\_

Additional name of conveying parties attached?     Yes     No

**2. Name and address of receiving party(ies):**

Additional names, addresses, or citizenship attached?     Yes  
 No

Name:                                      **VitalWorks Inc.**  
Internal Address:  
Street Address:                      **239 Ethan Allen Highway**  
City:                                        **Ridgefield**  
State:                                      **Connecticut**  
Country:                                 **US**                                      Zip: **06877**

Association                              Citizenship:  
 General Partnership                  Citizenship:  
 Limited Partnership                  Citizenship:  
 **Corporation**                          Citizenship: **State of Delaware**  
 Other:  
Citizenship:

**3. Nature of conveyance / Execution Date(s):**

Execution Date(s)                      **July 27, 2001**

Assignment                               **Merger**  
 Security Agreement                   Change of Name  
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:                       Yes     No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No(s).  
B. Trademark Registration No(s).                      **1,414,772**

Additional sheet(s) attached?     Yes     No

Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):    **PAR**

**5. Name and address of party to whom correspondence concerning document should be mailed:**

Name:                                      **Barry R. Lipsitz**  
Internal Address: **Lipsitz & McAllister, LLC**  
Street Address: **755 Main Street, Building No. 8**  
City: **Monroe**  
State: **Connecticut**                      Zip: **06468**  
Phone Number: **(203) 459-0200**  
Fax Number: **(203) 459-0201**  
Email Address: **info@patlawfirm.com**

**6. Total number of applications and registrations involved:**                      **1**

**7. Total fee (37 CFR 2.6(b)(6) & 3.41)**                      **\$ 40.00**

Authorized to be charged by credit card  
 **Authorized to be charged to deposit account**  
 Enclosed  
 **The Commissioner is hereby authorized to charge any deficiency in the payment of the required fee(s) or credit any overpayment to Deposit Account No. 50-0625.**

**8. Payment Information:**

a. Credit Card    Last 4 Numbers: \_\_\_\_\_  
Expiration Date: \_\_\_\_\_

b. **Deposit Account Number:**  
Authorized User Name: **Barry R. Lipsitz**

**9. Signature:** \_\_\_\_\_  
Signature  
**Barry R. Lipsitz**  
Name of Person Signing

**October 23, 2006**  
Date

Total Number of pages including cover sheet, attachments, and document:    **4**

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*State of Delaware*  
*Office of the Secretary of State*

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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:

"SDM ACQUISITION, INC.", A MICHIGAN CORPORATION,

"THOROUGHbred ACQUISITION, INC.", A GEORGIA CORPORATION,

"VITALWORKS.COM, INC.", A DELAWARE CORPORATION,

WITH AND INTO "INFOCURE CORPORATION" UNDER THE NAME OF "VITALWORKS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D. 2001, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1268312

DATE: 07-30-01

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:00 PM 07/27/2001  
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CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
THOROUGHBRED ACQUISITION, INC.,  
VITALWORKS.COM, INC.  
AND  
SDM ACQUISITION, INC.  
INTO  
INFOCURE CORPORATION

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, InfoCure Corporation (the "Corporation") hereby certifies:

**FIRST:** That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Corporation owns all of the outstanding shares of the capital stock of Thoroughbred Acquisition, Inc., a corporation incorporated pursuant to the Georgia Business Corporations Code ("Thoroughbred").

**THIRD:** That the Corporation owns all of the outstanding shares of the capital stock of VitalWorks.com, Inc., a corporation incorporated pursuant to the General Corporation Law of the State of Delaware ("VitalWorks.com").

**FOURTH:** That the Corporation owns all of the outstanding shares of the capital stock of SDM Acquisition, Inc., a corporation incorporated pursuant to the Michigan Business Corporation Act ("SDM").

**FIFTH:** That the Corporation, by the adoption of the following resolutions by the unanimous written consent of its Board of Directors dated as of July 24, 2001, determined to merge each of Thoroughbred, VitalWorks.com and SDM into the Corporation and to change the corporate name of the Corporation to "VitalWorks Inc." on the conditions set forth in such resolutions:

**RESOLVED:** That the Corporation shall merge into itself its wholly owned subsidiary, VitalWorks.com, Inc., a Delaware corporation ("VitalWorks.com") with the Corporation as the surviving corporation, and shall assume all of VitalWorks.com's liabilities and obligations.

**RESOLVED:** That the President and Chief Executive Officer and the Chief Financial Officer of the Corporation (the "Authorized Officers") are jointly and severally authorized and directed to prepare, execute and file with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger setting forth a copy of the preceding resolutions and this resolution, the filing thereof to be conclusive evidence of the authorization thereof by the Board of Directors of the Corporation.

**RESOLVED:** That the Corporation shall merge into itself its wholly owned subsidiary, Thoroughbred Acquisition, Inc., a Georgia corporation ("Thoroughbred") with the Corporation as the surviving corporation, and assume all of

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FROM CORPORATION TRUST 302-655-7049

(MVA) 10/23/06 11:27 AM 3002000000

Thoroughbred's liabilities and obligations in accordance with the Plan of Merger attached hereto as Exhibit A.

RESOLVED: That the Authorized Officers are jointly and severally authorized and directed to prepare, execute and file with the Secretary of State of the State of Georgia the Articles of Merger substantially in the form attached hereto as Exhibit B, the filing thereof to be conclusive evidence of the authorization thereof by the Board of Directors of the Corporation.

RESOLVED: That the Corporation shall merge into itself its wholly owned subsidiary, SDM Acquisition, Inc., a Michigan corporation ("SDM," and referred to collectively with VitalWorks.com and Thoroughbred as the "Subsidiaries") with the Corporation as the surviving corporation, and shall assume all of SDM's liabilities and obligations; and that upon the effectiveness of the mergers with the Subsidiaries, the Corporation's corporate name shall be changed to "VitalWorks Inc."

RESOLVED: That Authorized Officers are jointly and severally authorized and directed to prepare, execute and file with the Secretary of State of the State of Michigan a Certificate of Merger substantially in the form of Exhibit C attached hereto, the filing thereof to be conclusive evidence of the authorization thereof by the Board of Directors of the Corporation.

RESOLVED: That the Authorized Officers are jointly and severally authorized, for and on behalf of the Corporation and in its name, to execute, acknowledge, and deliver, under seal if required or desirable, all such agreements, instruments and other documents in any other jurisdiction, and to take all such other actions, as the Authorized Officer or Authorized Officers so acting shall deem necessary or desirable to give effect to the foregoing resolution; and that the execution, acknowledgment or delivery of any such agreement, instrument or document, or the taking of any such action, by any such officer shall constitute conclusive evidence of its having been authorized hereby.

SIXTH: That henceforth, the name of the Corporation shall be "VitalWorks Inc."

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this

Certificate of Ownership and Merger to be signed by its President and Chief Executive Officer as of July

25<sup>th</sup> 2001.

INFOCURE CORPORATION

By: Joseph M. Walsh  
Joseph M. Walsh  
President and Chief Executive Officer