

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 OWNERSHIP, WHICH MERGES:

"RIDGEFIELD RIS, INC.", A DELAWARE CORPORATION,

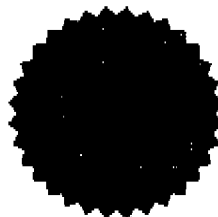
WITH AND INTO "VITALWORKS INC." UNDER THE NAME OF "AMICAS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2004, AT 11:18 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRD DAY OF JANUARY, A.D. 2005.

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: 3577246

DATE: 12-27-04

TRADEMARK

REEL: 003414 FRAME: 0396

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:01 PM 12/23/2004
FILED 11:18 AM 12/23/2004
SRV 040935947 - 2684631 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

Ridgefield RIS, Inc.
(a Delaware corporation)

INTO

VitaWorks Inc.
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware,

VitaWorks Inc. (the "Corporation") hereby certifies:

1. That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL").
2. That the Corporation owns all of the outstanding shares of the capital stock of Ridgefield RIS, Inc., a corporation incorporated pursuant to the DGCL ("Ridgefield RIS, Inc.").
3. That the Corporation, by the adoption of the following resolutions by the unanimous written consent of its Board of Directors dated as of December 21, 2004, determined to merge Ridgefield RIS, Inc. into the Corporation and to change the corporate name of the Corporation to "AMICAS, Inc." on the conditions set forth in such resolutions:

RESOLVED: That the Corporation shall merge into itself its wholly owned subsidiary, Ridgefield RIS, Inc., a Delaware corporation (the "Subsidiary"), with the Corporation as the surviving corporation, and shall assume all of the Subsidiary's liabilities and obligations (the "Merger"); and that upon the effectiveness of the Merger, the Corporation's corporate name shall be changed to "AMICAS, Inc."

FURTHER

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 resolution and this resolution, the filing thereof to be conclusive evidence of the authorization thereof by the Board.

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FURTHER

RESOLVED: That, notwithstanding approval of the Certificate of Ownership and Merger by the Board, the Authorized Officers may, at any time prior to the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, abandon the filing of the Certificate of Ownership and Merger without further action by the Board.

RESOLVED: That the Authorized Officers be, and each of them acting singly hereby is, authorized, for and on behalf of the Corporation and in its name, to execute, acknowledge, seal and deliver all such instruments, agreements and other documents, and to do all such acts and things, as they, or any one of them in his sole discretion, shall deem necessary, desirable or appropriate in order to consummate the transactions described in and contemplated by the foregoing resolutions, or to carry out the intent and purpose of the foregoing resolutions, including, but not limited to notifying the appropriate officials in the various jurisdictions in which the Corporation is qualified to do business as a foreign corporation as to the change in the corporate name of the Corporation in connection with the Merger.

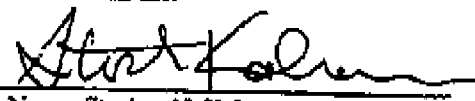
FURTHER

RESOLVED: That all actions, preparations, executions, deliveries and filings of all agreements, instruments, documents and certificates in the name of and on the behalf of the Corporation, under its corporate seal or otherwise, and all fees and expenses incurred or paid by any Authorized Officer as they, or any one of them, have deemed necessary, proper or advisable to carry out the intent and effectuate the purposes of the foregoing resolutions prior to the date hereof are hereby authorized, approved, adopted, ratified and confirmed in all respects.

4. The Merger shall be effective as of January 3, 2005 and that effective January 3, 2005, the name of the Corporation shall be "AMICAS, 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 December 22, 2004.

VitalWorks Inc.

By: 

Name: Stephen N. Kahane
Title: President and Chief Executive Officer