

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
North American Health Plans, Inc.		02/14/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Meritain Health Group, Inc.		
Street Address:	300 Corporate Parkway		
City:	Amherst		
State/Country:	NEW YORK		
Postal Code:	14226		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78779857	MERITAIN HEALTH	
Serial Number:	78759793	MERITAIN HEALTH	
CORRESPONDENCE DATA			
Fax Number:	(212)492-0562		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 373-3562		
Email:	menakaplan@paulweiss.com, alee@paulweiss.com		
Correspondent Name:	Menachem Kaplan		
Address Line 1:	1285 Ave. of Americas		
Address Line 4:	New York, NEW YORK 10019-6064		
ATTORNEY DOCKET NUMBER:	17004-001		
NAME OF SUBMITTER:	Menachem Kaplan		
Signature:	/Menachem Kaplan/		
Date:	02/08/2007		

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Total Attachments: 3

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(H05)

(North American Health Plans, Inc.)

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:22 AM 02/17/2006
FILED 11:22 AM 02/17/2006
SRV 060151537 - 2407883 FILE

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

NORTH AMERICAN HEALTH PLANS, INC.

The undersigned corporation, in order to amend its Certificate of Incorporation, hereby certifies as follows:

FIRST: The name of the corporation is:

North American Health Plans, Inc.

SECOND: The corporation hereby amends its Certificate of Incorporation as follows:

Paragraph "FIRST" of the Certificate of Incorporation, relating to the name of the corporation, is hereby amended to read as follows:

"FIRST: The Name of the Corporation shall be: Meritain Health Group, Inc."

THIRD: The amendment effected herein was authorized by the affirmative vote of the directors and the holders of a majority of the outstanding shares entitled to vote thereon at a meeting of directors and shareholders pursuant to Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I hereunto sign my name this 14 day of February, 2006.


Andrea Balogh, Senior Vice President

CERTIFICATE FOR RESTORATION, RENEWAL AND REVIVAL
OF
CERTIFICATE OF INCORPORATION
OF
MERITAIN HEALTH GROUP, INC.

Pursuant to Section 312 of the Delaware General Corporation Law, Meritain Health Group, Inc., a corporation organized under the laws of the State of Delaware, the Certificate of Incorporation of which was filed in the office of the Secretary of State on the 3rd day of June, 1994 and the Certificate of Incorporation of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its Certificate of Incorporation and hereby certifies as follows:

FIRST: The name of this corporation is Meritain Health Group, Inc. The corporation's Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 3, 1994.

SECOND: Its registered office in the State of Delaware is located at 615 South DuPont Highway, City of Dover, County of Kent, Delaware 19901 and the name of its registered agent at such address is National Corporate Research, Ltd.

THIRD: The date when the restoration, renewal, and revival of the Certificate of Incorporation of this company is to commence is the 28th day of February, 2006, same being prior to the date of the expiration of the Certificate of Incorporation. This renewal and revival of the Certificate of Incorporation is to be perpetual.

FOURTH: This corporation was duly organized under the Laws of the State of Delaware and carried on the business authorized by its Certificate of Incorporation until the 1st day of March, 2006, at which time its Certificate of Incorporation became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, said Meritain Health Group, Inc., in compliance with Section 312 of Title 8 of the Delaware Code has caused this certificate to be signed this 30th day of March, 2006.

/s/ Andrea Balogh
Andrea Balogh,
Senior Vice President and General Counsel