

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/18/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Performax Holding Corp.		08/17/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Performax Holdings, Inc.
Street Address:	1 South Street
Internal Address:	10th Floor
City:	Baltimore
State/Country:	MARYLAND
Postal Code:	21202
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	76447339	PERFORMAX PROVIDER NETWORK
Serial Number:	76447338	PERFORMAX FINANCIAL MANAGER
Serial Number:	75741508	PERFORMAX
Serial Number:	76354936	MAX
Serial Number:	76354935	PERFORMAX ENROLLMENT IN A FLASH
Serial Number:	76447433	PERFORMAX PLAN ADMINISTRATOR
Serial Number:	76447343	PERFORMAX CARE MANAGER
Serial Number:	76447323	PERFORMAX CONNECTION
Serial Number:	75741533	PERFORMAX
Serial Number:	76447342	THE LAST HEALTH CARE PROGRAM YOU'LL EVER NEED
Serial Number:	76447322	PERFORMAX PLAN BUILDER
Serial Number:	76098262	MYPERFORMAX.COM

CH \$390.00 76447339

Serial Number:	75686191	MAX
Serial Number:	76447340	PERFORMAX PRESCRIPTION MANAGER
Serial Number:	75686190	MAXIMUM ASSURANCE XPERTS

CORRESPONDENCE DATA

Fax Number: (212)492-0562
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 373 3562
Email: menakaplan@paulweiss.com, alee@paulweiss.com
Correspondent Name: Menachem Kaplan
Address Line 1: 1285 Ave. of the Americas
Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	17704-001
NAME OF SUBMITTER:	Menachem Kaplan
Signature:	/Menachem Kaplan/
Date:	02/15/2007

Total Attachments: 3
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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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PERFORMAX HOLDINGS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SEVENTH DAY OF JULY, A.D. 2006, AT 3:38 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTEENTH DAY OF AUGUST, A.D. 2006, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE EIGHTEENTH DAY OF AUGUST, A.D. 2006, AT 9:50 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "PERFORMAX HOLDINGS, INC.".



4183864 8100H

061018758

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5175621

DATE: 11-06-06

TRADEMARK
REEL: 003482 FRAME: 0072

CERTIFICATE OF MERGER

OF

PERFORMAX HOLDING CORP.
(a Delaware corporation)

INTO

PERFORMAX HOLDINGS, INC.
(a Delaware corporation)

(Pursuant to Section 251 of the Delaware General Corporation Law)

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: The name of the surviving corporation is Performax Holdings, Inc., a Delaware corporation, and the name of the corporation being merged into the surviving corporation is Performax Holding Corp., a Delaware corporation.

SECOND: The Recapitalization Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Performax Holdings, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

FIFTH: The merger is to become effective on filing of this Certificate of Merger with the Secretary of State of Delaware.

SIXTH: That the executed Recapitalization Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 1 South Street, 10th Floor, Baltimore, Maryland 21230.

SEVENTH: That a copy of the Recapitalization Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

NYDOCS/1256658.1

*State of Delaware
Secretary of State
Division of Corporations
Delivered 11:26 AM 08/18/2006
FILED 09:50 AM 08/18/2006
SRV 060773534 - 4183864 FILE*

**TRADEMARK
REEL: 003482 FRAME: 0073**

IN WITNESS WHEREOF, said surviving corporation has caused this Certificate of Merger to be signed by an authorized officer, this 17th day of August, 2006.

PERFORMAX HOLDINGS, INC.

By: /s/ Jacob L. Canova
Jacob L. Canova, President

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