

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
Creative Socio-Medics Corporation		10/13/2005	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Netsmart New York, Inc.		
Street Address:	3500 Sunrise Highway		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	11739		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1441843	AIMS	
Registration Number:	1542059	ADVANCED INSTITUTIONAL MANAGEMENT SOFTWARE	
CORRESPONDENCE DATA			
Fax Number:	(212)326-2061		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-326-2295		
Email:	mbradley@omm.com, kjohnson@omm.com		
Correspondent Name:	Melanie Bradley		
Address Line 1:	7 Times Square		
Address Line 2:	O'Melveny & Myers LLP		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	411696-137		
NAME OF SUBMITTER:	Melanie Bradley		
Signature:	/mbradley/		

CH \$65.00 1441843

Date:

04/03/2007

Total Attachments: 9

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NetSmart New York

**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
CREATIVE SOCIO-MEDICS, CORP.**

CREATIVE SOCIO-MEDICS, CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of CREATIVE SOCIO-MEDICS, CORP., resolutions were adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of the corporation for consideration thereof.

SECOND: That thereafter, Stockholders of said corporation by unanimous written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware approved the following amendment:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of this corporation shall be:
NETSMART NEW YORK, INC."

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law.

IN WITNESS WHEREOF, said CREATIVE SOCIO-MEDICS, CORP. has caused this certificate to be signed by James L. Conway, its Chairman and President and attested by Anthony F. Grisanti, its Secretary, this 13 day of October, 2005.

CREATIVE SOCIO-MEDICS, CORP.

By: *James L. Conway*
James L. Conway, Chairman and President

ATTEST:

Anthony F. Grisanti
Anthony F. Grisanti, Secretary

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:30 PM 04/30/2001
010208976 - 2372858

(To be used when the Certificate of Incorporation has been forfeited for failure to pay franchise tax)

CERTIFICATE
FOR RENEWAL AND REVIVAL OF CERTIFICATE OF INCORPORATION
CREATIVE SOCIO-MEDICS CORP, a
corporation organized under the laws of Delaware, the Certificate of
Incorporation of which was filed in the office of the Secretary of State on the
26th day of JANUARY, 1991 and thereafter
voided for non-payment of taxes, now desiring to procure a revival of its
Certificate of Incorporation, hereby certifies as follows:

1. The name borne by the corporation at the time its Certificate of
Incorporation became void is
CREATIVE SOCIO-MEDICS CORP

("If the name is now unavailable because of a conflict, use the following: "The
name borne by the corporation at the time of its Certificate of Incorporation
became void is _____ and the new name
under which the corporation is to be revived is _____.")

2. Its registered office in the State of Delaware is located at
Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of
New Castle and the name of its registered agent at such address is The
Corporation Trust Company.

3. The date when revival of the Certificate of Incorporation of this
corporation is to commence is FEBRUARY 28 day of FEBRUARY
2001, same being prior to the date the Certificate of Incorporation became
void. Revival of the Certificate of Incorporation is to be perpetual.

4. This corporation was duly organized under the laws of Delaware
and carried on the business authorized by its Certificate of Incorporation until
the 1st day of MARCH, 2001, 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 with the laws of Delaware.

IN WITNESS WHEREOF, said Creative Social-Medics Corp. in compliance with Section 312 of Title 8 of the Delaware Code has caused this Certificate to be signed by OSCAR SCHACHTER, its last and acting SECRETARY, this 20th day of April, 2001.

Oscar Schachter
By: secretary
(Last and Acting Title)

*Any authorized officer or the Chairman or Vice-Chairman of the Board of Directors may execute this certificate.

Confidential
bciceero@comint.com
214 April 13, 2001

FROM ESPNU KATSKY KES

STATE OF DELAWARE
6.24.1994 14:23 SECRETARY OF STATE P. 2
DIVISION OF CORPORATIONS
FILED 04:00 PM 06/24/1994
94416754 - 2372858

RESTATED CERTIFICATE OF INCORPORATION

OF

CSM ACQUISITION CORP.

CSM Acquisition Corp., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that:

1. The Certificate of Incorporation of the corporation which was filed with the Secretary of State on January 26, 1994, is hereby amended and restated so that the said shall read, in its entirety, as follows:

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of Delaware, does hereby certify as follows:

ARTICLE FIRST: The name of the corporation is Creative Socio-Medics Corp. (the "Corporation").

ARTICLE SECOND: The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Street, Wilmington, New Castle County, Delaware 19805. The name of the Corporation's registered agent at such address is Corporate Agents, Inc.

ARTICLE THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE FOURTH: The total number of shares of capital stock which the Corporation is authorized to issue is one thousand (1,000) shares, all of which shall be shares of Common Stock and shall have a par value of one cent (\$0.01) per share.

No holder of any stock of the Corporation of any class now or hereafter authorized, shall, as such holder be entitled as of right to purchase or subscribe for any shares of stock of the Corporation of any class or any series now or hereafter authorized, or any securities convertible into or exchangeable for any such shares, or any warrants, options, rights or other instruments evidencing rights to subscribe for, or purchase, any such shares, whether such shares, securities, warrants, options, rights or other instruments be unissued or issued and thereafter acquired by the Corporation.

ARTICLE FIFTH: Any action required to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Nothing in this Article NINTH shall be construed in any manner as a waiver or limitation of the provisions of any By-law or stockholders agreement which requires the approval of the holders of all of the issued and outstanding

shares of Common Stock or the approval of the holders of a specified percentage of the issued and outstanding shares of Common Stock which is greater than a majority in order for the Corporation to take specified action.

ARTICLE SIXTH: Election of directors need not be by ballot unless the By-laws of the Corporation shall so provide.

ARTICLE SEVENTH: Elimination of Certain Liability of Directors. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty or loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director received an improper personal benefit.

ARTICLE EIGHTH:

(a) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Paragraph (b) of this Article EIGHTH, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article EIGHTH shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article EIGHTH or otherwise. The Corporation may, by action of

its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b) Right of Claimant to Bring Suit. If a claim under Paragraph (a) of this Article EIGHTH is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time hereafter bring suit against the Corporation to recover the unpaid amount of the claim, and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article EIGHTH shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

(d) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

ARTICLE NINTH: In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, after, amend or repeal from time to time By-laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal By-laws made by the Board of Directors and subject to the provisions of any By-law or stockholder agreement limiting the right of the Board of Directors to make certain modifications to the By-laws.

2. This Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242, 245, and 228 of the General Corporation Law of Delaware.

3. The capital of the Corporation will not be reduced under or by reason of any amendment herein certified.

FROM ESAHU KATSKY K&S


6.24.1994 14:27

P. 3

IN WITNESS WHEREOF, CSM Acquisition Corp. has caused this certificate to be signed by its President and attested by its Secretary this 16th day of June, 1994.


Leonard M. Tittinger, President

ATTEST:


Joel M. Brown, Secretary

Confidential
bcicero@omm.com
2 Apr 07 13:58

CERTIFICATE OF INCORPORATION

OF

CSM ACQUISITION CORP.

FIRST. The name of this corporation shall be:

CSM ACQUISITION CORP.

SECOND. Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805, and its registered agent at such address is CORPORATE AGENTS,

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

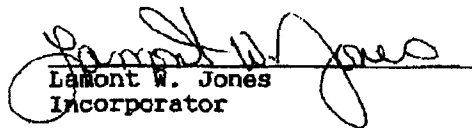
One Thousand Five Hundred (1,500) Shares With No Par Value.

FIFTH. The name and mailing address of the incorporator is as follows:

Lamont W. Jones
Corporate Agents, Inc.
1013 Centre Road
Wilmington, DE 19805

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this twenty-sixth day of January, A.D. 1994.


Lamont W. Jones
Incorporator

Procedural.com
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