

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/21/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
MemberHealth, Inc.		09/21/2007	CORPORATION: OHIO

**RECEIVING PARTY DATA**

Name:	MH Acquisition II LLC
Street Address:	29100 Aurora Road
City:	Solon
State/Country:	OHIO
Postal Code:	44139
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	3268455	MHRX
Serial Number:	78974743	MEMBERHEALTH
Serial Number:	78974779	MEMBERHEALTH
Serial Number:	78974807	MHRX
Serial Number:	78974794	MEMBERHEALTH MHRX
Serial Number:	77149418	THE PART D PEOPLE

**CORRESPONDENCE DATA**

Fax Number: (415)393-9887  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 415.954.0200  
 Email: trademark@ssd.com  
 Correspondent Name: Philip R. Zender, Esq.  
 Address Line 1: Squire, Sanders & Dempsey L.L.P.  
 Address Line 2: One Maritime Plaza, Suite 300

CH \$165.00 3268455

Address Line 4: San Francisco, CALIFORNIA 94111-3492

ATTORNEY DOCKET NUMBER: 057614.17

NAME OF SUBMITTER: Philip R. Zender

Signature: /philip r. zender/

Date: 12/03/2007

Total Attachments: 2  
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# Delaware

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*The First State*

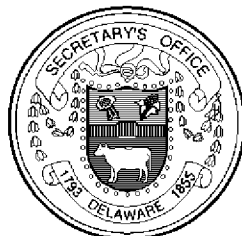
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MEMBERHEALTH, INC.", AN OHIO CORPORATION,

WITH AND INTO "MH ACQUISITION II LLC" UNDER THE NAME OF "MH ACQUISITION II LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2007, AT 2:55 O'CLOCK P.M.

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071040849



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6019001

DATE: 09-21-07

TRADEMARK  
REEL: 003670 FRAME: 0623

State of Delaware  
Certificate of Merger of Foreign Corporation  
into Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

**First:** The name of the surviving Limited Liability Company is MH Acquisition  
II LLC, a Delaware Limited Liability Company.

**Second:** The name of the foreign corporation being merged into this surviving Limited  
Liability Company is MemberHealth, Inc.  
The jurisdiction in which the foreign corporation was formed is Ohio.

**Third:** The Agreement of Merger has been approved and executed by each of the  
constituent entities.

**Fourth:** The name of the surviving Limited Liability Company is: MH Acquisition  
II LLC

**Fifth:** The merger is to become effective on Upon Filing.

**Sixth:** The Agreement of Merger is on file at Attn: Robert A. Waeglein, c/o Universal  
American Financial Corp., 6 International Drive, Rye Brook, NY 10573-1068  
a place of business of the surviving Limited Liability Company.

**Seventh:** A copy of the Agreement of Merger will be furnished by the surviving Limited  
Liability Company, on request without cost, to any member or stockholder of the  
constituent entities.

**IN WITNESS WHEREOF**, said Limited Liability Company has caused this certificate  
to be signed by an authorized person, this 21st day of September, A.D. 2007.

By:   
Authorized Person

Name: Robert A. Waeglein  
Print or Type