

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
DIRECTCOMP RX, INC.		12/27/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	THIRD PARTY SOLUTIONS, INC.
Street Address:	2711 Centerville Road, Suite 400
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19808
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2754111	DIRECTCOMP RX

**CORRESPONDENCE DATA**

Fax Number: (414)277-0656  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 414-271-6560  
 Email: mkeipdocket@michaelbest.com  
 Correspondent Name: Billie Jean Smith  
 Address Line 1: 100 East Wisconsin Avenue  
 Address Line 2: Suite 3300  
 Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	034083-9387 US00
NAME OF SUBMITTER:	Jaime Puls
Signature:	/jaime l. puls/

OP \$40.00 2754111

Date:

07/31/2008

Total Attachments: 4

source=A2752557#page1.tif

source=A2752557#page2.tif

source=A2752557#page3.tif

source=A2752557#page4.tif

# Delaware

PAGE 1

*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 AGREEMENT OF MERGER, WHICH MERGES:

"DIRECTCOMP RX, INC.", A DELAWARE CORPORATION,

WITH AND INTO "THIRD PARTY SOLUTIONS, INC." UNDER THE NAME OF "THIRD PARTY SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2007, AT 1:52 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3006122 8100M

071365974

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6267456

DATE: 12-27-07

TRADEMARK  
REEL: 003826 FRAME: 0256

AGREEMENT OF MERGER

OF

DIRECTCOMP RX, INC.

(a Delaware corporation)

AND

THIRD PARTY SOLUTIONS, INC.

(a Delaware corporation)

AGREEMENT OF MERGER approved on December 20, 2007 by DirectComp Rx, Inc., a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date, and approved on December 20, 2007 by Third Party Solutions, Inc., a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date.

WHEREAS DirectComp Rx, Inc. is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and

WHEREAS the total number of shares of stock which DirectComp Rx, Inc. has authority to issue is 970 shares Voting Common; 30 shares Non-Voting Common, of a par value of \$.01 each; and

WHEREAS Third Party Solutions, Inc. is a business corporation of the State of Delaware with its registered office therein located 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and

WHEREAS the total number of shares of stock which Third Party Solutions, Inc. has authority to issue is 970 shares Voting Common; 30 shares Non-Voting Common, of a par value of \$.01 each and

WHEREAS DirectComp Rx, Inc. and Third Party Solutions, Inc. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge DirectComp Rx, Inc. with and into Third Party Solutions, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of DirectComp Rx, Inc. and duly approved by a resolution adopted by the Board of

TRADEMARK

REEL: 003826 FRAME: 0257

Directors of Third Party Solutions, Inc., the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. DirectComp Rx, Inc. and Third Party Solutions, Inc. shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Third Party Solutions, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

The separate existence of DirectComp Rx, Inc., which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective time in accordance with the provisions of said General Corporation Law of the State of Delaware.

2. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. As a result of the merger, all shares of the terminating corporation shall be cancelled without consideration. The merger shall not effect a change in any of the issued and outstanding shares of stock of the surviving corporation and none of such shares shall be exchanged or converted as a result of the merger. The surviving corporation shall not issue any of its capital stock as a result of the merger.

6. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

**TRADEMARK**

**REEL: 003826 FRAME: 0258**

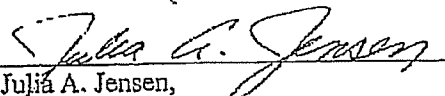
7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

8. The effective time of the Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be at 11:59 P.M. on December 31, 2007.


IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated: December 21, 2007

**DIRECTCOMP RX, INC.**

By:   
Julia A. Jensen,  
Vice President and Assistant Secretary

**THIRD PARTY SOLUTIONS, INC.**

By:   
Julia A. Jensen,  
Vice President and Assistant Secretary