

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Paradigm Health Management Services, Inc.		12/30/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Paradigm Health Systems, Inc.
Street Address:	10 Mountainview Road
City:	Upper Saddle River
State/Country:	NEW JERSEY
Postal Code:	07458
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2414867	PARADIGM

CORRESPONDENCE DATA

Fax Number: (781)647-3939
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 781-314-4062j
 Email: Jean.Maxwell@invmed.com
 Correspondent Name: Jean Maxwell
 Address Line 1: 51 Sawyer Road
 Address Line 2: Suite 200
 Address Line 4: Waltham, MASSACHUSETTS 02453

ATTORNEY DOCKET NUMBER:	PARADIMG TO PHSYSTEMS
NAME OF SUBMITTER:	Jean M. Maxwell

CH \$40.00 2414867

Signature:	/JeanMMaxwell/
Date:	09/10/2008
Total Attachments: 5 source=Paradigm-PHMS Merger Certificate from SOS DELAWARE 123004#page1.tif source=Paradigm-PHMS Merger Certificate from SOS DELAWARE 123004#page2.tif source=Paradigm-PHMS Merger Certificate from SOS DELAWARE 123004#page3.tif source=Paradigm-PHMS Merger Certificate from SOS DELAWARE 123004#page4.tif source=Paradigm-PHMS Merger Certificate from SOS DELAWARE 123004#page5.tif	

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:04 PM 12/30/2004
FILED 01:35 PM 12/30/2004
SRV 040953665 - 2535779 FILE

CERTIFICATE OF MERGER

MERGING

PARADIGM HEALTH MANAGEMENT SERVICES, INC.

WITH AND INTO

PARADIGM HEALTH SYSTEMS, INC.

December 30, 2004

The undersigned, the Vice President, Chief Financial Officer and Secretary of Paradigm Health Systems, Inc. a Delaware corporation, pursuant to the provisions of Section 251 of the General Corporation Law of the State of Delaware (the "Merger"), does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations of the Merger is as follows:

Name	State of Incorporation
Paradigm Health Management Services, Inc.	Delaware
Paradigm Health Systems, Inc.	Delaware

2. An agreement and plan of merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation of the Merger is Paradigm Health Systems, Inc.

4. The certificate of incorporation, as amended and restated, of Paradigm Health Systems, Inc., the surviving corporation, shall be in the form attached hereto as Exhibit A.

5. The executed Merger Agreement is on file at an office of the surviving corporation. The address of the office of the surviving corporation at which the Merger Agreement is filed is:

Paradigm Health Systems, Inc.
1001 Galaxy Way, Suite 300
Concord, CA 94520

6. A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The Merger shall be effective as of 12:01 a.m. on December 31, 2004.

Paradigm Health Systems, Inc. has caused this Certificate of Merger to be signed by Ferdinand Schmitz IV, its authorized officer, this 30th day of December, 2004.

PARADIGM HEALTH SYSTEMS, INC.
A Delaware corporation

By 
Ferdinand Schmitz IV
Vice President, Chief Financial
Officer and Secretary

Attachments:

Exhibit A - Amended and Restated Certificate of Incorporation of PHS

Exhibit A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
PARADIGM HEALTH SYSTEMS, INC.**

ARTICLE I

The name of the corporation is Paradigm Health Systems, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the city of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The nature of the business or the purpose to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 2,000 shares of capital stock, all of which shall be designated "Class A Common Stock," par value \$0.01 per share.

ARTICLE V

The Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation.

ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VII

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, 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.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

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