

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 11/30/2008 | | |
| CONVEYING PARTY DATA | | | |
| | Name | Formerly | Execution Date |
| | AmeriChoice Alliance, Inc. | | 11/24/2008 |
| | | | Entity Type |
| | | | CORPORATION: NEVADA |
| RECEIVING PARTY DATA | | | |
| Name: | AmeriChoice Corporation | | |
| Street Address: | 8045 Leesburg Pike, Suite 650 | | |
| City: | Vienna | | |
| State/Country: | VIRGINIA | | |
| Postal Code: | 22182 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 2 | | | |
| | Property Type | Number | Word Mark |
| Serial Number: | | 77331656 | M.O.M.S. |
| Serial Number: | | 77331665 | M.O.M.S. MATERNAL & OBSTETRICAL MEDICAL SERVICES |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (512)536-4598 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 612-321-2800 | | |
| Email: | aotrademark@fulbright.com | | |
| Correspondent Name: | P. Gallagher/Fulbright & Jaworski L.L.P. | | |
| Address Line 1: | 600 Congress Avenue, Suite 2400 | | |
| Address Line 2: | c/o Trademark Docketing Department | | |
| Address Line 4: | Austin, TEXAS 78701 | | |
| ATTORNEY DOCKET NUMBER: | UHGA:033-1 AND UHGA:034-1 | | |
| NAME OF SUBMITTER: | Patrick J. Gallagher, Esq. | | |

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|---|------------------------|
| Signature: | /Patrick J. Gallagher/ |
| Date: | 08/31/2009 |
| Total Attachments: 3 source=MERGER#page1.tif source=MERGER#page2.tif source=MERGER#page3.tif | |

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 OWNERSHIP, WHICH MERGES:

"AMERICHoice ALLIANCE, INC.", A NEVADA CORPORATION,
WITH AND INTO "AMERICHoice CORPORATION" UNDER THE NAME OF "AMERICHoice CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2008, AT 11:04 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2008.

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

2460909 8100M

081143810



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6994373

DATE: 12-01-08

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004055 FRAME: 0116


**CERTIFICATE OF OWNERSHIP AND MERGER
OF
AMERICHoice ALLIANCE, INC.
INTO
AMERICHoice CORPORATION**

Pursuant to Section 253 of the Delaware General Corporation Law, the undersigned chief executive officer and assistant secretary of AmeriChoice Corporation, a Delaware corporation, hereby certify that on November 24, 2008, the board of directors of AmeriChoice Corporation duly adopted the resolution attached hereto as Exhibit A that approved the merger into AmeriChoice Corporation of AmeriChoice Alliance, Inc., a Nevada corporation and its wholly-owned subsidiary corporation (the "Merger").

The Merger shall be effective on November 30, 2008.

IN WITNESS WHEREOF, AmeriChoice Corporation has caused this certificate to be executed by Richard M. Jelinek, its chief executive officer and attested by Christina Palme-Krizak, its assistant secretary, this 24 day of November, 2008.

AMERICHoice CORPORATION

By: 
Name: Richard M. Jelinek
Title: Chief Executive Officer

ATTEST:

By: 
Name: Christina Palme-Krizak
Title: Assistant Secretary

EXHIBIT A

**RESOLUTION
OF THE
BOARD OF DIRECTORS
OF
AMERICHoice CORPORATION**

NOW, THEREFORE, BE IT RESOLVED, that, pursuant to the provisions of Section 92A.190 of the Nevada Revised Statutes and Section 253 of the Delaware General Corporation Law, AmeriChoice Alliance, Inc. be merged into AmeriChoice Corporation, and that the officers of AmeriChoice Corporation are hereby authorized to prepare, execute, acknowledge and file a certificate of ownership and merger in the manner required by law and to do all acts and things whatsoever, whether within or without the State of Delaware, which may in anyway be necessary or proper to effect said merger;