

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/01/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Confirma, Inc.		09/01/2009	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	Merge CAD Inc.		
Street Address:	11040 Main Street, Suite 100		
City:	Bellevue		
State/Country:	WASHINGTON		
Postal Code:	98004		
Entity Type:	CORPORATION: WASHINGTON		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2838749	CADSTREAM	
CORRESPONDENCE DATA			
Fax Number:	(414)277-0656		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	414-271-6560		
Email:	mkeipdocket@michaelbest.com		
Correspondent Name:	Ariana G. Voigt		
Address Line 1:	100 East Wisconsin Avenue		
Address Line 2:	Suite 3300		
Address Line 4:	Milwaukee, WISCONSIN 53202		
ATTORNEY DOCKET NUMBER:	026436-5026 US00		
NAME OF SUBMITTER:	Jaime L. Trembl		
Signature:	/jaime l. trembl/		

OP \$40.00 2838749

Date:

03/16/2010

Total Attachments: 8

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UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

CONFIRMA, INC. changing name to MERGE CAD INC.

WA Profit Corporation

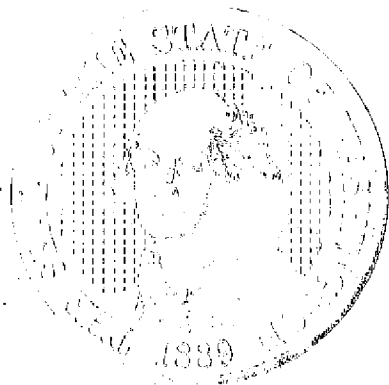
UBI: 601-847-271

Filing Date: September 1, 2009

Merging Entities:

602-943-929

MERGE ACQUISITION CORPORATION



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 004167 FRAME: 0627

ARTICLES OF MERGER

OF

FILED
SECRETARY OF STATE

SEP 01 2009

STATE OF WASHINGTON

MERGE ACQUISITION CORPORATION
a Washington corporation

WITH AND INTO

CONFIRMA, INC.
a Washington corporation

Pursuant to RCW 23B.11.050 of the Washington Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger.

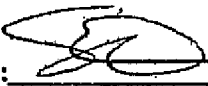
1. **Plan of Merger.** The Plan of Merger is attached to these Articles and is incorporated hereby by reference.

2. **Shareholder Approval.** The merger was duly approved by the shareholders of Confirma, Inc. and the sole shareholder of Merge Acquisition Corporation pursuant to RCW 23B.11.030.

DATED this 1st day of September, 2009.

NON-SURVIVING CORPORATION:
MERGE ACQUISITION CORPORATION
a Washington corporation

SURVIVING CORPORATION:
CONFIRMA, INC.
a Washington corporation

By: 
Its: CFO

By: _____
Its: _____

ARTICLES OF MERGER
OF
MERGE ACQUISITION CORPORATION
a Washington corporation
WITH AND INTO
CONFIRMA, INC.
a Washington corporation

Pursuant to RCW 23B.11.050 of the Washington Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger.

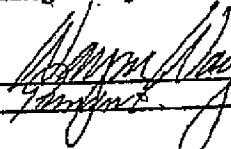
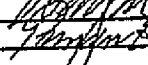
1. **Plan of Merger.** The Plan of Merger is attached to these Articles and is incorporated hereby by reference.
2. **Shareholder Approval.** The merger was duly approved by the shareholders of Confirma, Inc. and the sole shareholder of Merge Acquisition Corporation pursuant to RCW 23B.11.050.

DATED this 1st day of September, 2009.

NON-SURVIVING CORPORATION:
MERGE ACQUISITION CORPORATION
a Washington corporation

By: _____
Its: _____

SURVIVING CORPORATION:
CONFIRMA, INC.
a Washington corporation

By: 
Its: 

ANNEX A

PLAN OF MERGER

This Plan of Merger ("Plan") is entered into by and among Merge Acquisition Corporation, a Washington corporation ("Merger Sub"), Confirma, Inc., a Washington corporation ("Confirma"), and Merge Healthcare Incorporated, a Delaware corporation ("MHI") and is effective as of September 1, 2009.

RECITALS

A. Merger Sub is a corporation duly organized and existing under the laws of the State of Washington, Confirma is a corporation duly organized and existing under the laws of the State of Washington and MHI is a corporation duly organized and existing under the laws of the State of Delaware.

B. The Boards of Directors of each of Merger Sub, Confirma and MHI have determined that it is advisable and to their advantage that Merger Sub merge with and into Confirma upon the terms and conditions of this Plan (the "Merger"), and the Board of Directors and sole shareholder of Merger Sub, the Board of Directors and shareholders of Confirma and the Board of Directors of MHI have approved the Merger.

C. Merger Sub, MHI, Confirma and John L. Brooks (the "Shareholders' Representative") have entered into an Agreement and Plan of Merger dated August 7, 2009, as amended (the "Merger Agreement") providing, among other things, for the execution and filing of this Plan and the Merger.

D. Merger Sub has a total of 1,000 shares of common stock issued and outstanding. Confirma has a total of 1,983,840 shares of common stock issued and outstanding, 86,258,321 shares of Series C Preferred Stock issued and outstanding, 125,394,591 shares of Series B-1 Preferred Stock issued and outstanding and 19,403,295 shares of Series A-1 Preferred Stock issued outstanding (collectively, the "Confirma Stock").

AGREEMENT

NOW, THEREFORE, Merger Sub, Confirma and MHI hereby agree that Merger Sub shall merge with and into Confirma on the following terms and conditions:

1. Merger. Upon the filing of Articles of Merger with the Washington Secretary of State (the "Effective Time"), Merger Sub shall be merged with and into Confirma, with Confirma as the surviving corporation (the "Surviving Corporation").

2. Effect of Merger. At the Effective Time, by virtue of the Merger and without any action on the part of any party, the separate existence of Merger Sub shall cease, and the Surviving Corporation shall become the owner of all the rights, privileges and property of Merger Sub and shall be subject to all its debts, liabilities and obligations.

3. Conversion and Cancellation of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of stock of Merger Sub or

of Confirma:

- (a) Each issued and outstanding share of capital stock of Merger Sub shall be converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation;
- (b) Each issued and outstanding share of Confirma Series C Preferred Stock, other than shares for which the holder is entitled to and has properly asserted dissenters' rights pursuant to Chapter 23B.13 RCW, shall be automatically converted into the right to receive 0.04703321 shares of Parent Common Stock (as such term is defined in the Merger Agreement) (the "Series C Share Consideration");
- (c) Each issued and outstanding share of Confirma Series A-1 Preferred Stock and Series B-1 Preferred Stock held by a shareholder who has provided a completed accredited investor questionnaire, other than shares for which the holder is entitled to and has properly asserted dissenters' rights pursuant to Chapter 23B.13 RCW, shall be automatically converted into the right to receive 0.00942858 shares of Parent Common Stock (as such term is defined in the Merger Agreement) (the "Series A-1 and Series B-1 Share Consideration"), subject to downward adjustment pursuant terms of that certain Escrow Agreement (as such term is defined in the Merger Agreement);
- (d) Each issued and outstanding share of Confirma Series A-1 Preferred Stock and Series B-1 Preferred Stock held by a shareholder who has not provided a completed accredited investor questionnaire, other than shares for which the holder is entitled to and has properly asserted dissenters' rights pursuant to Chapter 23B.13 RCW, shall be automatically converted into the right to receive \$0.0379 in cash (the "Series A-1 and Series B-1 Cash Consideration"), subject to downward adjustment pursuant terms of that certain Escrow Agreement (as such term is defined in the Merger Agreement);
- (e) Each issued and outstanding share of Confirma common stock, other than shares for which the holder is entitled to and has properly asserted dissenters' rights pursuant to Chapter 23B.13 RCW, shall be automatically cancelled as of the Effective Time;
- (f) Each share of Confirma Stock that is owned by the Company immediately prior to the Effective Time shall automatically be cancelled and shall cease to exist and no consideration shall be delivered in exchange therefore;
- (g) The aggregate amount of Series C Share Consideration, Series A-1 and Series B-1 Share Consideration and Series A-1 and Series B-1 Cash Consideration to be paid to each shareholder of Confirma shall be the sum received by (I) aggregating all shares of Series C Preferred Stock entitled to receive the applicable Series C Share Consideration and multiplying such figure by the Series C Share Consideration, rounded down to the nearest whole share, plus (II) aggregating all shares Series A-1 Preferred Stock and Series B-1 Preferred Stock entitled to receive the applicable and Series A-1 and Series B-1 Share Consideration held by such shareholder and multiplying such figure by the Series A-1 and Series B-1 Share Consideration, rounded down to the nearest whole share, plus (III) aggregating all shares of Series A-1 Preferred Stock and Series B-1 Preferred Stock

entitled to receive the applicable Series A-1 and Series B-1 Cash Consideration and multiplying such figure by the Series A-1 and Series B-1 Cash Consideration, rounded down to the nearest whole cent. In lieu of payment for any fractional share of MHI common stock, MHI shall pay to the holder of each fractional share cash based on the amount of such fractional share multiplied by the Final Weighted Average (as such term is defined in the Merger Agreement);

(h) No outstanding and unexpired stock option of Confirma will be assumed by MHI or retained by the Surviving Corporation and shall be automatically canceled if unexercised as of the Effective Time; and

(i) No outstanding and unexpired warrant of Confirma will be assumed by MHI or retained by the Surviving Corporation and shall be automatically canceled if unexercised as of the Effective Time.

4. Articles. The Articles of Incorporation of Merger Sub as in effect immediately prior to the Effective Time shall be the Amended and Restated Articles of the Surviving Corporation. Upon the Effective Time, Article 1 of the Surviving Corporation's Articles of Incorporation shall be amended and restated in its entirety to read as follows:

"The name of this corporation is Merge CAD Inc."

5. Bylaws. The Bylaws of Merger Sub as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.

6. Governing Law. This Plan shall be governed by, and construed in accordance with, the laws of the state of Washington applicable to contracts executed in and to be performed in that state.

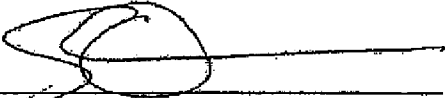
7. Abandoning Merger. The directors of Merger Sub, the directors of Confirma or the directors of MHI may, in their discretion, abandon the Merger, subject to the rights of third parties, without further action or approval by the sole shareholder of Merger Sub or the shareholders of Confirma, as applicable, at any time before the Merger has been completed.

[Signature Page follows]

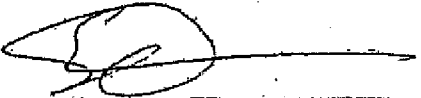
IN WITNESS WHEREOF this Plan is hereby executed on behalf of MHI, Merger Sub and Confirma by their respective duly authorized officers.

DATED this 1 day of September, 2009.

MERGE HEALTHCARE INCORPORATED

By 
Name: STEVE ORESKINICH
Its: CFO

MERGE ACQUISITION CORPORATION

By 
Name: STEVE ORESKINICH
Its: CFO

CONFIRMA, INC.

By _____
Name:
Its:

IN WITNESS WHEREOF this Plan is hereby executed on behalf of MHI, Merger Sub and Confirma by their respective duly authorized officers.

DATED this 1 day of September, 2009.

MERGE HEALTHCARE INCORPORATED

By _____
Name:
Its:

MERGE ACQUISITION CORPORATION

By _____
Name:
Its:

CONFIRMA, INC.

By Wayne Wager
Name: Wayne Wager
Its: President