

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/20/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ETRIALS WORLDWIDE, INC.		07/20/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Merge eClinical Inc.		
Street Address:	4000 Aerial Center Parkway		
City:	Morrisville		
State/Country:	NORTH CAROLINA		
Postal Code:	27560		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77693048	MYEDC	
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:	jlcarrubba@michaelbest.com		
Correspondent Name:	Ariana G. Voigt		
Address Line 1:	100 East Wisconsin Avenue		
Address Line 2:	Michael Best & Friedrich, LLP		
Address Line 4:	Milwaukee, WISCONSIN 53202		
ATTORNEY DOCKET NUMBER:	026436-5030 US00		
NAME OF SUBMITTER:	Jennifer Carrubba		
Signature:	/Jennifer Carrubba/		

OP \$40.00 77693048

Date:

05/11/2010

Total Attachments: 7

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Delaware

PAGE 1

The First State

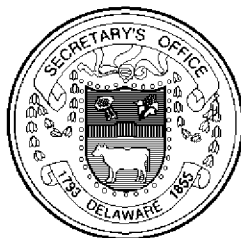
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MERGE ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "ETRIALS WORLDWIDE, INC." UNDER THE NAME OF
"MERGE ECLINICAL INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTIETH DAY OF JULY, A.D. 2009, AT 5:07
O'CLOCK P.M.

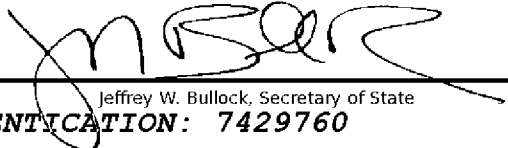
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
KENT COUNTY RECORDER OF DEEDS.

3715253 8100M

090712075



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7429760

DATE: 07-21-09

TRADEMARK
REEL: 004203 FRAME: 0137

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
MERGE ACQUISITION CORP.
INTO
ETRIALS WORLDWIDE, INC.

* * * *

MERGE ACQUISITION CORP., a corporation organized and existing under the laws of Delaware, DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 19th day of May, 2009, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns at least ninety percent of the outstanding shares of the common stock of etrials Worldwide, Inc., a corporation incorporated on October 14, 2003, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its directors, duly adopted, filed with the minutes of the directors on the 20th day of July, 2009, determined to merge with and into etrials Worldwide, Inc.

RESOLVED, that pursuant to an Agreement and Plan of Merger dated as of May 30, 2009, among Merge Healthcare Incorporated ("Merge Healthcare"), Merge Acquisition Corp. and etrials Worldwide, Inc. (the "Merger Agreement"), Merge Acquisition Corp. desires to merge, and it hereby does merge itself with and into etrials Worldwide, Inc.

FURTHER RESOLVED, that the merger shall be effective upon filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware:

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

That upon the effectiveness of the merger, each issued and outstanding share of common stock, par value \$0.001 per share, of Merge Acquisition Corp. that is outstanding immediately prior to the effectiveness of the merger shall be converted into and become one fully paid and non-assessable share of common stock, \$0.001 par value

per share, of the corporation surviving the merger, which shall be etrials Worldwide, Inc.;

Other than as set forth in the immediately following sentence, upon the effectiveness of the merger, each issued and outstanding share of common stock, \$0.0001 par value per share, of etrials Worldwide, Inc. (the "Shares") shall be converted into the right to receive (i) \$0.80, net to the holder in cash without interest, plus (ii) 0.3448 validly issued, fully paid and non-assessable shares of common stock, par value \$0.01 of Merge Healthcare ("Parent Common Stock" and, collectively, the "Consideration"). No fractional shares of Parent Common Stock will be issued by virtue of the merger and any holder of Shares entitled to receive a fractional share of Parent Common Stock (after aggregating all fractional shares of Parent Common Stock that would otherwise be received by such holder) shall receive a cash payment in lieu of such fractional share in an amount equal to such fraction multiplied by \$2.61 rounded to the nearest cent. From and after the effectiveness of the merger, all Shares shall cease to be outstanding, shall automatically be cancelled and shall cease to exist and each holder of a certificate that immediately prior to the effectiveness of the merger represented any such Shares shall cease to have any rights with respect thereto, except the right to receive the Consideration therefore upon the surrender of the holder's Share certificate, without interest;

The following Shares shall not be converted into the right to receive the Consideration, upon the effectiveness of the merger: (i) shares of common stock owned by etrials Worldwide, Inc. as treasury stock and any Shares owned by Merge Healthcare or Merge Acquisition Corp., all of which shall be cancelled and retired and shall cease to exist and no consideration shall be delivered with respect thereto, and (ii) shares of common stock of etrials Worldwide, Inc. held by holders who have properly exercised appraisal rights with respect thereto in accordance with Section 262 of the General Corporation Law of the State of Delaware.

Upon the effectiveness of the merger, the name of the surviving corporation shall be changed to "Merge eClinical Inc."

FURTHER RESOLVED, that the proper officers of Merge Acquisition Corp. be and each such officer is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge with and into etrials Worldwide, Inc. and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether

within or without the State of Delaware, which may be in any way necessary or proper to effect said merger.

FOURTH: The stockholder of Merge Acquisition Corp., by unanimous written consent dated July 20, 2009 approved the merger of Merge Acquisition Corp. with and into etrials Worldwide, Inc.

FIFTH: The name of the surviving corporation shall be changed to "Merge eClinical Inc."

SIXTH: The Certificate of Incorporation of the surviving corporation is hereby amended and restated in its entirety as set forth in **Exhibit A** attached hereto.

IN WITNESS WHEREOF, MERGE ACQUISITION CORP. has caused its duly authorized officer to execute and deliver this Certificate of Ownership and Merger as of the 20th day of July, 2009.

MERGE ACQUISITION CORP.


By: 
Ann G. Mayberry-French
Its: Secretary

Exhibit A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
of
MERGE ECLINICAL INC.**

ARTICLE I.

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

ARTICLE II.

The registered office of the corporation in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, Dover, Delaware 19904, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc.

ARTICLE III.

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV.

The total number of shares of all classes of stock which this corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$0.001 per share.

ARTICLE V.

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered, in the manner provided in the Bylaws of this corporation, to adopt, amend or repeal the Bylaws of the corporation in any respect not inconsistent with the laws of the State of Delaware, this Certificate of Incorporation or the Bylaws; provided, however, that the fact that such power has been conferred upon the Board of Directors, such power shall not divest the stockholders of the power and authority, nor limit the power of stockholders to adopt additional Bylaws or amend or repeal any Bylaw or Bylaws adopted by the directors.

In addition to the powers and authority herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts as may be exercised or done by a corporation under the laws of the State of Delaware, subject to the provisions of this Certificate of Incorporation and the Bylaws of this

corporation. Elections of members of the Board of Directors need not be by written ballot, except as otherwise required by the Bylaws of this corporation.

Any contract, transaction or act of this corporation or of the Board of Directors or any committee of the Board of Directors, which shall be ratified by the holders of a majority of the shares of stock of this corporation present in person or by proxy and voting at any meeting called for such purpose, shall, insofar as permitted by the laws of the State of Delaware or by this Certificate of Incorporation, be as valid and as binding as though ratified by every stockholder of this corporation.

ARTICLE VI.

A member of the Board of Directors of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty in such capacity, except for liability (i) for any breach of a Board of Directors member's duty of loyalty to this corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the member of the Board of Directors derived an improper personal benefit.

If the Delaware General Corporation Law is amended to authorize the further elimination or limitation of liability of directors, then the liability of directors shall be eliminated or limited to the full extent authorized by the Delaware General Corporation Law, as so amended. Any amendment, modification or repeal of this Article shall not adversely affect any right or protection of a member of the Board of Directors of this corporation existing at the time of such amendment, modification or repeal.

The corporation shall indemnify, to the fullest extent now or hereafter permitted by law, each person who was or is made a party or is threatened to be made a party to, or is otherwise involved in, any threatened, pending or completed action, investigation, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member of the Board of Directors or officer of the corporation, or is or was serving at the request of the corporation as a member of the Board of Directors or officer of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees and disbursements), liability, loss, judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred or suffered by him or her in connection with such action, suit or proceeding. Expenses (including attorneys fees) incurred by a person eligible for indemnification pursuant to the prior sentence (an "Indemnitee") in connection with any civil, criminal, administrative or investigative action, investigation, suit or proceeding shall be paid by the corporation to the Indemnitee in advance of the final disposition of such action, investigation, suit or proceeding, provided, that to the extent required by

the Delaware General Corporation Law the Indemnitee has delivered to the corporation an undertaking to repay such amount if it is ultimately determined that the Indemnitee is not entitled to be indemnified for such expenses.

The rights conferred by this Article shall not be exclusive of any other right which the corporation may now or hereafter grant, or any person may have or hereafter acquire, under any statute, provision of this Certificate of Incorporation, Bylaw, agreement, vote of stockholders or disinterested members of the Board of Directors or otherwise. The rights conferred by this Article shall continue as to any person who shall have ceased to be a member of the Board of Directors or officer of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

The corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the corporation or other persons serving the corporation and such rights may be equivalent to, or greater or less than, those provided herein.

ARTICLE VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Delaware General Corporation Law, and all powers, preferences, rights and privileges conferred upon stockholders, directors or any other persons herein are granted subject to this reservation.