

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/02/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Aprima Medical Software, Inc.		06/02/2010
			Entity Type
			CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Aprima Medical Software, Inc.		
Street Address:	3330 Keller Springs Road		
Internal Address:	Suite 201		
City:	Carrollton		
State/Country:	TEXAS		
Postal Code:	75006		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3815647	APRIMA
CORRESPONDENCE DATA			
Fax Number:	(916)362-9066		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	916-362-9000		
Email:	mleonard@davisandleonard.com		
Correspondent Name:	Mark R. Leonard		
Address Line 1:	8880 Cal Center Drive		
Address Line 2:	Suite 180		
Address Line 4:	Sacramento, CALIFORNIA 95826		
ATTORNEY DOCKET NUMBER:	APRIMA		
NAME OF SUBMITTER:	Mark R. Leonard		

OP \$40.00 3815647

900169194

**TRADEMARK
 REEL: 004259 FRAME: 0289**

Signature:	/mark r. leonard/
Date:	08/11/2010
Total Attachments: 5 source=aprima.merger#page1.tif source=aprima.merger#page2.tif source=aprima.merger#page3.tif source=aprima.merger#page4.tif source=aprima.merger#page5.tif	

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:

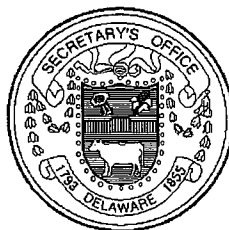
"APRIMA MEDICAL SOFTWARE, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "APRIMA MEDICAL SOFTWARE, INC." UNDER THE NAME OF "APRIMA MEDICAL SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JUNE, A.D. 2010, AT 2:11 O'CLOCK P.M.

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

Corporate File

4771637 8100M

100620912



msor
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8031549

DATE: 06-02-10

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

TRADEMARK
REEL: 004259 FRAME: 0291

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

APRIMA MEDICAL SOFTWARE, INC.
(a California corporation)

INTO

APRIMA MEDICAL SOFTWARE, INC.
(a Delaware corporation)

(Pursuant to Section 253 of the Delaware General Corporation Law)

Pursuant to Section 253 of the Delaware General Corporation Law, Aprima Medical Software, Inc., a California corporation ("Aprima California"),

DOES HEREBY CERTIFY:

FIRST: That Aprima Medical Software, Inc., a Delaware corporation ("Aprima Delaware"), is a corporation duly organized and existing under the laws of the State of Delaware.

SECOND: That Aprima California owns 100% of the outstanding shares of each class of capital stock of Aprima Delaware.

THIRD: That Aprima California, by the following resolutions of its Board of Directors (the "Board"), duly adopted by written consent of the Board on March 4, 2010, determined to merge Aprima California with and into Aprima Delaware, with Aprima Delaware continuing as the surviving corporation, on the terms and conditions set forth therein:

Merger Agreement

RESOLVED: That the officers of the Company are hereby authorized, directed and empowered to finalize an Agreement and Plan of Merger (the "Merger Agreement") in substantially the form attached to the Shareholder Information Statement (as defined below) with such changes as such officers deem necessary, appropriate and in the best interests of the shareholders, setting forth the terms pursuant to which the Company shall be merged with and into Aprima Delaware, pursuant to which Aprima Delaware shall be the corporation surviving the Merger and pursuant to which Aprima Delaware shall succeed, in and by virtue of the Merger, to all rights and obligations of the Company.

RESOLVED FURTHER: That the proper officers of the Company are hereby authorized, directed and empowered, subject to approval of the Merger Agreement by the shareholders of the Company, to execute and deliver the Merger Agreement to Aprima Delaware for and on behalf of the Company.

RESOLVED FURTHER: That, as a result of the Merger described herein, (i) every outstanding share of the Company's Common Stock shall be exchanged for one share of Aprima Delaware's Common Stock, (ii) every outstanding share of the Company's Series A Preferred Stock shall be exchanged for one share of Aprima Delaware's Series A Preferred Stock, (iii) every outstanding share of the Company's Series B Preferred Stock shall be exchanged for one share of Aprima Delaware's Series B Preferred Stock, (iv) every outstanding share of the Company's Series C Preferred Stock shall be exchanged for one share of Aprima Delaware's Series C Preferred Stock, and (v) all outstanding options and warrants issued by the Company prior to the effective date of the Merger shall be assumed by Aprima Delaware. Such exchange shall be conducted on a pro rata basis based on the number of shares of the Company's Common Stock, Series A Preferred Stock, Series B Preferred Stock and/or Series C Preferred Stock held by each shareholder.

RESOLVED FURTHER: That the officers of the Company are hereby authorized, directed and empowered to cause the Merger Agreement and any related officers' certificates or other required documents to be filed with the appropriate governmental offices of the States of Delaware and California in accordance with applicable laws to consummate the Merger.

Shareholder Approval

RESOLVED: That the officers of the Company are, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Company, to cause to be prepared and delivered to its shareholders in order to solicit their approval of the Merger an Action by Written Consent, a form of Information Statement with forms of the Merger Agreement, the Amended and Restated Certificate of Incorporation of Aprima Delaware and the Bylaws of Aprima Delaware, attached as exhibits thereto (the "**Shareholder Information Statement**"), together with any changes thereto requested by any state securities authority and/or deemed by the officers of the Company, with the advice of counsel, to be necessary or appropriate.

RESOLVED: That the form of Shareholder Information Statement, in substantially the form attached as Exhibit A to these resolutions with such changes as the officers of the Company deem necessary, appropriate and in the best interests of the shareholders, is hereby approved and adopted.

RESOLVED FURTHER: The submission of the Merger Agreement including the transactions contemplated thereby, for shareholder approval by the officers of the Company is hereby ratified, confirmed and approved and the Board hereby recommends that the shareholders approve such Merger Agreement, the transactions contemplated thereby and the Merger.

FOURTH: The proposed merger has been adopted, approved, certified, executed and acknowledged by Aprima California in accordance with the laws of the State of California.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, the Merger may be amended or terminated and abandoned by the Board of Directors of Aprima Delaware at any time prior to the time that this merger being filed with the Secretary of State becomes effective.

SIXTH: The executed Agreement and Plan of Merger is on file at the office of Aprima Delaware at 3330 Keller Springs Road, Suite 201, Carrollton, Texas, 75006, and will be furnished upon request and without cost to any stockholder of Aprima Delaware.

(Signature Page Follows)

IN WITNESS WHEREOF, Aprima California has caused this Certificate of Ownership and Merger to be executed in its corporate name by the undersigned authorized officer of Aprima California, as of the 2nd day of June, 2010.

APRIMA MEDICAL SOFTWARE, INC.

/s/ Michael Nissenbaum
Signature

Michael Nissenbaum
Name of signatory

President and Chief Executive Officer
Title of signatory

APRIMA MEDICAL SOFTWARE, INC.
SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER