

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/10/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Medical Audit and Management, Inc.		03/10/2010
			Entity Type CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wellcomp Managed Care Services, Inc.		
Street Address:	99 Cherry Hill Road		
City:	Parsippany		
State/Country:	NEW JERSEY		
Postal Code:	07054		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3146645	WELLCOMP
CORRESPONDENCE DATA			
Fax Number:	(212)751-4864		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-906-1200		
Email:	angela.amaru@lw.com		
Correspondent Name:	Angela M. Amaru c/o Latham & Watkins		
Address Line 1:	885 Third Avenue		
Address Line 2:	Suite 1000		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	026409-0130		
NAME OF SUBMITTER:	Angela M. Amaru		

CH \$40.00 3146645

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**TRADEMARK
 REEL: 004436 FRAME: 0728**

Signature:	/s/ Angela M. Amaru
Date:	12/20/2010
Total Attachments: 6 source=medical audit merger#page1.tif source=medical audit merger#page2.tif source=medical audit merger#page3.tif source=medical audit merger#page4.tif source=medical audit merger#page5.tif source=medical audit merger#page6.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 CORRECTED CERTIFICATE OF AGREEMENT OF MERGER OF "MEDICAL AUDIT AND MANAGEMENT, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF MARCH, A.D. 2010, AT 5:04 O'CLOCK P.M.

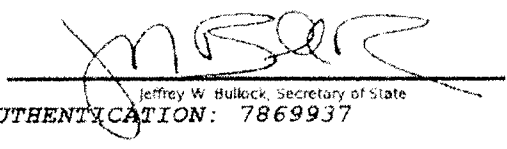
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7869937

DATE: 03-15-10

TRADEMARK
REEL: 004436 FRAME: 0730

CORRECTED PLAN AND AGREEMENT OF MERGER
OF
MEDICAL AUDIT AND MANAGEMENT, INC.
a Delaware corporation
AND
WELLCOMP MANAGED CARE SERVICES, INC.
(f/k/a PacMed, Inc.)
a California corporation

MEDICAL AUDIT AND MANAGEMENT, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

1. The name of the corporation is MEDICAL AUDIT AND MANAGEMENT, INC.
2. That a Plan and Agreement of Merger (the "Plan and Agreement of Merger") was filed with the Secretary of State of Delaware on April 8, 2009 and that said filing requires correction as permitted by Section 103(f) of the General Corporation Law of the State of Delaware.
3. The inaccuracies or defects of said filing corrected in the Plan and Agreement of Merger, as set forth in Exhibit A to this Corrected Plan and Agreement of Merger (the "Merger Agreement"), are as follows: (i) the name of the entity into which the Company is merged is WellComp Managed Care Services, Inc. (f/k/a PacMed, Inc.), a California corporation, and not PacMed, Inc., as incorrectly stated; (ii) the first sentence of Section 5 of the Plan and Agreement of Merger incorrectly stated the exchange ratio of shares of the merging entities; (iii) the signature line of the Plan and Agreement of Merger lists James M. Sweeney, Executive Vice President, as the sole signatory on the Plan and Agreement of Merger. The Merger Agreement is signed by the Vice President and Secretary of each merging entity; and (iv) the date of the Merger Agreement is September 16, 2009, and not November 12, 2008, as incorrectly stated.
4. The Plan and Agreement of Merger is hereby corrected to read in its entirety as set forth in Exhibit A to this Corrected Plan and Agreement of Merger.

IN WITNESS WHEREOF, the Company has caused this Corrected Plan and Agreement of Merger to be executed this 1st day of February, 2010.

By: _____

Peter Lind
Peter Lind
Secretary

Exhibit A

PLAN AND AGREEMENT OF MERGER
OF
MEDICAL AUDIT AND MANAGEMENT, INC.
a Delaware corporation
AND
WELLCOMP MANAGED CARE SERVICES, INC.
(f/k/a PacMed, Inc.)
a California corporation

AGREEMENT OF MERGER entered into on September 16, 2009 by Medical Audit And Management, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date, and entered into on September 16, 2009 by WellComp Managed Care Services, Inc. (formerly known as PacMed, Inc.), a business corporation of the State of California, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS Medical Audit And Management, Inc. is a business corporation of the State of Delaware with its registered office therein located at Suite 400, 2711 Centerville Road, City of Wilmington, County of New Castle; and

WHEREAS the total number of shares of stock which Medical Audit And Management, Inc. has authority to issue is 100, all of which are of one class and of a par value of \$0.01 each; and

WHEREAS WellComp Managed Care Services, Inc. is a business corporation of the State of California, with its registered office therein located at 2730 Gateway Oaks Drive, City of Sacramento, County of Sacramento; and

WHEREAS the total number of shares of stock which WellComp Managed Care Services, Inc. has authority to issue is 10,000, all of which are of one class and without par value; and

WHEREAS the General Corporation Law of the State of Delaware permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS the California General Corporation Law permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of California; and

WHEREAS Medical Audit And Management, Inc. and WellComp Managed Care Services, Inc. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Medical Audit And Management, Inc. with and into WellComp Managed Care Services, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware and

pursuant to the provisions of the California General Corporation Law upon the terms and conditions hereinafter set forth,

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Medical Audit And Management, Inc. and approved by a resolution-adopted by its Board of Directors and being thereunto duly entered into by WellComp Managed Care Services, Inc. and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Medical Audit And Management, Inc. and WellComp Managed Care Services, Inc. shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and to the provisions of the California General Corporation Law, be merged with and into a single corporation, to wit, WellComp Managed Care Services, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the California General Corporation Law. The separate existence of Medical Audit And Management, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of Delaware,

2. The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the California General Corporation Law.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, from and after the effective time of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. The surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the terminating corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right

of any stockholder of the terminating corporation as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

WellComp Managed Care Services, Inc.
c/o Peter E. Lind, Esq.
99 Cherry Hill Road
Parsippany, New Jersey 07054

7. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and upon behalf of the surviving corporation in accordance with the provisions of the California General Corporation Law, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of California, and that they will cause to be performed all necessary acts within the State of Delaware and the State of California and elsewhere to effectuate the merger herein provided for

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: September 16, 2009

MEDICAL AUDIT AND MANAGEMENT, INC.

By: /s/ James M. Sweeney
James M. Sweeney
Executive Vice President

By: /s/ Peter Lind
Peter Lind
Secretary

WELLCOMP MANAGED CARE SERVICES, INC.
(f/k/a PACMED, INC.)

By: /s/ James M. Sweeney
James M. Sweeney
Executive Vice President

By: /s/ Peter Lind
Peter Lind
Secretary

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