

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2008		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Administrative Services Group, Inc.		12/12/2008
			Entity Type
			CORPORATION: KENTUCKY
RECEIVING PARTY DATA			
Name:	Fiserv Health Plan Administrators, Inc.		
Street Address:	333 West Vine Street, Suite 500		
City:	Lexington		
State/Country:	KENTUCKY		
Postal Code:	40507		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	0952407	IMPACT
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	trademarks@skofirm.com		
Correspondent Name:	Laura H. Pulliam		
Address Line 1:	2000 PNC Plaza,500 West Jefferson Street		
Address Line 2:	Stoll Keenon Ogden PLLC		
Address Line 4:	Louisville, KENTUCKY 40202		
ATTORNEY DOCKET NUMBER:	999999/122590		
NAME OF SUBMITTER:	Laura H. Pulliam		
Signature:	/laura h. pulliam/		

CH \$40.00 0952407

Date:

01/10/2013

Total Attachments: 4

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**ARTICLES OF MERGER
OF
ADMINISTRATIVE SERVICES GROUP, INC.
INTO
FISERV HEALTH PLAN ADMINISTRATORS, INC.**

Trey Grayson
Secretary of State
Received and Filed
12/24/2008 12:48:02 PM
Fee Receipt: \$50.00

Pursuant to the provisions of the Kentucky Business Corporation Act, the undersigned surviving corporation adopts the following articles of merger:

1. The Agreement and Plan of Merger is attached hereto as Exhibit A.
2. Approval of the shareholder of the surviving corporation and the non surviving corporation in this merger were obtain by unanimous written consent.
3. As to those corporations for which shareholder approval was required, state the designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan:

<u>Corporation</u>	<u>Class</u>	<u># Shares Outstanding</u>	<u># Votes Entitled to be Cast</u>
Administrative Services Group, Inc.	Common	1,920	1,920
Fiserv Health Plan Administrators, Inc.	Common	100	100

4. As to those corporations for which shareholder approval was required, state either the total number of votes cast for and against the plan by each voting group entitled to vote separately on the plan or the total number of undisputed votes cast for the plan separately by each voting group and a statement that the number cast for the plan by each voting group was sufficient for approval by that voting group:

<u>Corporation</u>	<u># Votes Entitled To be Cast</u>	<u>Total Votes Cast For Plan</u>	<u>Total Votes Cast Against Plan</u>
Administrative Services Group, Inc.	1,920	1,920	0
Fiserv Health Plan Administrators, Inc.	100	100	0

Administrative Services Group, Inc. has 1,920 shares of common stock issued as outstanding, all of which are owned by Fiserv Health, Inc. Fiserv Health, Inc., as the sole shareholder of Administrative Services Group, Inc., voted unanimously to merge Administrative Services Group, Inc. with and into Fiserv Health Plan Administrators, Inc. effective December 31, 2008 ("Effective Date"). On the Effective Date of this Merger, the shares of Administrative Services Group, Inc. will not be converted into shares of the surviving corporation, but instead those shares shall be canceled (along with the certificates representing the same) and all rights in respect thereof shall thereupon cease to exist.

Fiserv Health Plan Administrators, Inc. has 100 outstanding shares, par value \$0.01 per share, all of which are owned by Fiserv Health, Inc. Fiserv Health, Inc., as the sole shareholder of Administrative Services Group, Inc., voted unanimously to merge Administrative Services Group, Inc. with and into Fiserv Health Plan Administrators, Inc. effective December 31, 2008 ("Effective Date"). On the Effective Date of the Merger, the shares of Fiserv Health Plan Administrators, Inc. shall continue to be the shares of the surviving corporation.

5. The merger shall be effective on December 31, 2008 at 11:56 p.m. EST.

Date: December 17, 2008

FISERV HEALTH PLAN ADMINISTRATORS, INC.

By Juanita B. Luis
Juanita B. Luis
Assistant Secretary

KY016 - 08/01/2001 C T System Online

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated this 15th day of December, 2008, pursuant to Section 251 of the General Corporation Law of Delaware and Section 271B:11-050 of the General Corporation Law of Kentucky, by and between, Fiserv Health Plan Administrators, Inc., a Delaware corporation, and Administrative Services Group, Inc., a Kentucky corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation as hereinafter specified; and

WHEREAS, the registered office of Fiserv Health Plan Administrators, Inc. in Delaware is located at 1209 Orange Street, Wilmington, Delaware 19801 and the name of its registered agents at such address is The Corporation Trust Company; and the registered office of Administrative Services Group, Inc. in the State of Kentucky is located at 4169 Westport Road, Louisville, Kentucky 40207, and the name of its registered agent at such address is the C T Corporation System;

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements, and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

FIRST, Fiserv Health Plan Administrators, Inc. hereby merges into itself its affiliate, Administrative Services Group, Inc. and said Administrative Services Group, Inc. shall be and hereby are merged, pursuant to the procedures in Section 338 of the Internal Revenue Code, into Fiserv Health Plan Administrators, Inc., which shall be the surviving corporation.

SECOND, the Articles of Incorporation of Fiserv Health Plan Administrators, Inc. which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD, the manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Administrative Services Group, Inc. has 1,920 outstanding shares of Common Stock, all of which are owned by Fiserv Health, Inc. On the effective date of this Merger, they will not be converted into shares of the surviving corporation, but instead they shall be canceled (along with the certificates representing the same) and all rights in respect thereof shall thereupon cease to exist.
- (b) Fiserv Health Plan Administrators, Inc. has 100 outstanding shares of Common Stock, par value \$0.01 per share, all of which are owned by Fiserv Health, Inc. On the effective date of the Merger, the shares of Fiserv Health Plan Administrators, Inc. shall continue to be the shares of the surviving corporation.

FOURTH, the terms and conditions of the merger are as follows:

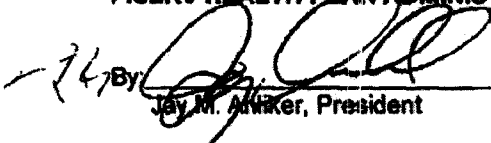
- (a) The bylaws of the surviving corporation as they shall exist on the effective date of this Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.
- (c) The merger shall become effective on December 31, 2008 at 11:56 p.m. EST.

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(d) Upon the merger becoming effective, all the property, rights, goodwill, privileges, franchises, patents, trademarks, licenses, registrations and other assets and liabilities of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporations shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporations respectively. This includes but is not limited to, the interests held in Commonwealth Administrators, LLC by Administrative Services Group, Inc. being fully transferred to, vested in, and devolved upon Fiserv Health Plan Administrators, Inc. The merged corporation hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instructs and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and that fact having been certified on said Agreement and Plan of Merger by the Secretary of each corporate party thereto, have caused this Agreement to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations, on the date set forth above.

FISERV HEALTH PLAN ADMINISTRATORS, INC.

By: 
Jay M. Attker, President

ADMINISTRATIVE SERVICES GROUP, INC.

By: 
Helmut Braun, President

CERTIFICATION

I, Paul M. Buchberger, Secretary of Fiserv Health Plan Administrators, Inc., a corporation organized and existing under the laws of the State of Delaware, and Secretary of Administrative Services Group, Inc. a corporation organized and existing under the laws of the State of Kentucky, does hereby certify under penalties of perjury, as such Secretary that the Agreement and Plan of Merger to which this Certificate is attached, was duly signed on behalf of both corporations and was duly adopted pursuant to Section 251 of the General Corporation Law of Delaware by the unanimous written consent of the Board of Directors of each corporation and by unanimous written consent of the shareholders of corporation.

WITNESS my hand on this 16 day of December, 2008.


Paul M. Buchberger, Secretary
Fiserv Health Plan Administrators, Inc.
Administrative Services Group, Inc.

agreement: merger agrmt - corp. merge into corp.