

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM828915

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/31/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Axolotl Corp.		06/25/2013	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	OptumInsight, Inc.		
Street Address:	13625 Technology Drive		
City:	Eden Prairie		
State/Country:	MINNESOTA		
Postal Code:	55344		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2798167	AXOLOTL	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	4048851500		
Email:	tmatlanta@seyfarth.com		
Correspondent Name:	Joseph V. Myers III		
Address Line 1:	1075 Peachtree St. NE, #2500		
Address Line 4:	Atlanta, GEORGIA 30309		
ATTORNEY DOCKET NUMBER:	023845-009071		
NAME OF SUBMITTER:	Stephen D. Lott		
SIGNATURE:	/Stephen D. Lott/		
DATE SIGNED:	08/02/2023		
Total Attachments: 6			
source=04-Cert of Ownership & Merger [Axolotl Corp into OptumInsight Inc) (2013-06-25)#page1.tif			
source=04-Cert of Ownership & Merger [Axolotl Corp into OptumInsight Inc) (2013-06-25)#page2.tif			
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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:

"AXOLOTL CORP.", A DELAWARE CORPORATION,
WITH AND INTO "OPTUMINSIGHT, INC." UNDER THE NAME OF "OPTUMINSIGHT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JUNE, A.D. 2013, AT 5:39 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF JULY, A.D. 2013.

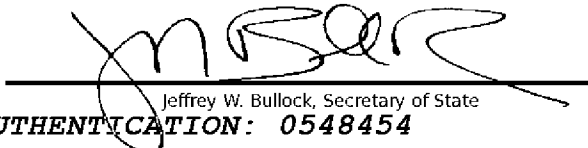
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2354876 8100M

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0548454

DATE: 06-27-13

TRADEMARK
REEL: 008153 FRAME: 0542

**CERTIFICATE OF OWNERSHIP
MERGING**

Axolotl Corp., a Delaware corporation

INTO

OptumInsight, Inc., a Delaware corporation

(Subsidiary into parent pursuant to Section 253 of the General Corporation Law of Delaware)

OptumInsight, Inc., a corporation incorporated under the name Acquisition United, Inc. on the 13th day of October, 1993, pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that this Corporation owns 100% of the capital stock of Axolotl Corp., a Delaware corporation incorporated on the 24th day of January, 1995, pursuant to the provisions of General Corporation Law of the State of Delaware, and that this Corporation, by a resolution of its Board of Directors duly adopted by means of written consent dated as of the 25th day of JUNE, 2013, determined to and did merge Axolotl Corp. into itself which resolution is in the following words to wit:

WHEREAS, the Corporation lawfully owns 100% of the outstanding stock of Axolotl Corp., ("Axolotl"), a Delaware corporation; and

WHEREAS, the Corporation desires to merge Axolotl into the Corporation, and thereafter be possessed of all the estate, property, rights, privilege and franchises of said Axolotl; and

WHEREAS, the Board of Directors has reviewed the proposed Agreement and Plan of Merger attached hereto as Exhibit A by and between the Corporation and Axolotl (the "Agreement"), pursuant to which, effective on July 31, 2013, Axolotl would merge with and into the Corporation (the "Merger"); and

WHEREAS, the Board of Directors has determined that the consummation of the Merger as set forth in the Agreement is in the best interest of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Agreement and the merger of Axolotl with and into the Corporation as provided for therein, are hereby adopted and approved, and the execution of said Agreement upon the terms and conditions substantially set forth in the attached Exhibit A by the officers of the Corporation is hereby ratified, authorized and approved; and

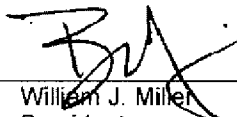
FURTHER RESOLVED, that the effective on July 31, 2013 the Corporation shall merge Axolotl into itself, and assume all of its liabilities and obligations, pursuant to Section 253 of the General Corporation Law of the State of Delaware; and

FURTHER RESOLVED, that the officers of this Corporation be and they hereby are directed to make, execute and file a Certificate of Ownership pursuant Delaware law, and such other documents as may be necessary, 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.

IN WITNESS WHEREOF, said parent corporation has caused this Certificate to be signed by an authorized officer this 25th day of JUNE, 2013.

OPTUMINSIGHT, INC.

THIS CORPORATION HAS
NO CORPORATE SEAL

By: 
William J. Miller
President

**AGREEMENT AND PLAN OF MERGER
BETWEEN**

**OPTUMINSIGHT, INC.
(a Delaware corporation)**

AND

**AXOLOTL CORP.
(a Delaware corporation)**

This Agreement and Plan of Merger (the "Agreement") is made and entered into on the 25th day of JUNE, 2013 by and between OptumInsight, Inc. ("OptumInsight"), a Delaware corporation and Axolotl Corp. ("Axolotl"), a Delaware corporation.

WITNESSETH that:

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

WHEREAS, the registered offices of each of OptumInsight and Axolotl in the State of Delaware is located at 1209 Orange Street in the City of Wilmington, County of New Castle, and the name of each of its registered agent at such address is The Corporation Trust Company.

NOW THEREFORE, the corporations, parties to this Agreement and Plan of Merger, 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, OptumInsight hereby merges Axolotl into itself, and Axolotl shall be and hereby is merged into OptumInsight, pursuant to the procedures in Section 332 of the Internal Revenue Code, and OptumInsight shall be the surviving corporation.

SECOND, the Certificate of Incorporation of OptumInsight, 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 Certificate 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) Axolotl has outstanding 100 shares of Common Stock, par value \$0.01, all of which are owned by OptumInsight. On the effective date of this Merger, the

shares 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) OptumInsight has outstanding 100 shares of Common Stock, par value \$0.01, all of which are owned by OptumInsight Holdings, LLC. On the effective date of this Merger, the 100 shares of Common Stock, par value \$0.01, will continue to be owned OptumInsight Holdings, LLC and be the shares of the surviving corporation.

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

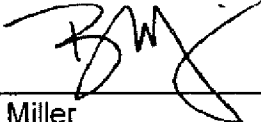
- (a) The bylaws of the surviving corporation as they shall exist on the effective date of this Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of shareholders or until their successors shall have been elected and qualified.
- (c) The merger shall become effective on July 31, 2013.
- (d) Upon the merger becoming effective, all the property, rights, goodwill, privileges, franchises, patents, trademarks, licenses, registrations and other assets 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 corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees 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 corporation 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 or Assistant 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 corporation, on the date set forth above.

AXOLOTL CORP.


*THIS CORPORATION HAS
NO CORPORATE SEAL*

By: 

William J. Miller
President

OPTUMINSIGHT, INC.

*THIS CORPORATION HAS
NO CORPORATE SEAL*


By: 

William J. Miller
President

CERTIFICATION

I, Brigid M. Spicola, Assistant Secretary of OptumInsight, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify as such Assistant Secretary that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation was duly adopted pursuant to the General Corporation Law of Delaware by the unanimous written consent of the Board of Directors of each corporation on the 25th day of JUNE, 2013 and did not require the approval of the shareholders of either corporation, as OptumInsight, Inc. owns 100% of the issued and outstanding capital stock of Axolotl Corp.


WITNESS my hand on this 25th day of JUNE, 2013.


Brigid M. Spicola, Assistant Secretary

CERTIFICATION

I, Brigid M. Spicola, Assistant Secretary of Axolotl Corp., a corporation organized and existing under the laws of the State of Delaware, hereby certify as such Assistant Secretary that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation was duly adopted pursuant to the Delaware Business Corporation Act by the unanimous written consent of the Board of Directors of each corporation on the 25th day of JUNE, 2013 and did not require the approval of the shareholders of either corporation, as OptumInsight, Inc. owns 100% of the issued and outstanding capital stock of Axolotl Corp.

WITNESS my hand on this 25th day of JUNE, 2013.


Brigid M. Spicola, Assistant Secretary