

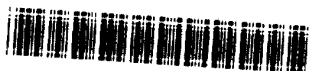
12-09-1998

ET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-1594
(Rev. 6-93)

RECOF



100856658

original documents or copy thereof.

OMB No. 0651-0011 (exp. 4/94)

Tab settings MRD 4-28-98

To the Honorable Commissioner of Patents and Trademarks.

1. Name of conveying party(ies):

Blue Cross and Blue Shield
of Maryland, Inc.

- Individual(s)
- General Partnership
- Corporation-State of Maryland
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

33

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 16, 1998

2. Name and address of receiving party(ies)

Name: Carefirst of Maryland, Inc.

Internal Address: _____

Street Address: 10455 Mill Run Circle

City: Owings Mills State: MD ZIP: 21117

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Non-Stock Corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

See Schedule A Attached

TM

B. Trademark Registration No.(s)

See Schedule B Attached

Additional numbers attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Barth X. deRosa

Internal Address: Stevens, Davis, Miller & Mosher, LLP

Street Address: 1615 L Street, N.W.
Suite 850

City: Washington State: DC ZIP: 20036

6. Total number of applications and registrations involved:

42

7. Total fee (37 CFR 3.41).....\$ 1,065.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-4375

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

1065E

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Barth X. deRosa
Name of Person Signing

Signature

April 28, 1998
Date

Total number of pages including cover sheet, attachments, and document: 12

SCHEDULE AU.S. TRADEMARK APPLICATIONS

- (1) SHORECARE
SN 75/017,675
fld. November 13, 1995
- (2) PREMIER SELECT
SN 74/459,936
fld. November 18, 1993
- (3) FIRSTCARE
SN 75/067,114
fld. March 4, 1996
- (4) MISC DESIGN (FIRSTCARE)
SN 75/139,596
fld. July 22, 1996
- (5) PERSONAL COMP
SN 75/345,791
Fld. August 25, 1997
- (6) STANDARD COMP
SN 75/348,385
fld. August 28, 1997
- (7) MISC. DESIGN
SN 74/290,215
fld. July 1, 1992
- (8) MISC. DESIGN
SN 74/290,221
fld. July 1, 1992
- (9) MISC. DESIGN
SN 74/290,224
fld. July 1, 1992
- (10) MISC. DESIGN
SN 74/312,358
fld. September 10, 1992
- (11) MISC. DESIGN
SN 74/312,487
fld. September 10, 1992

SCHEDULE BU.S. TRADEMARK REGISTRATIONS

- (1) CAREFIRST
Reg. No. 1,546,326
July 4, 1989
- (2) CAREFIRST
Reg. No. 1,543,100
June 6, 1989
- (3) CFS HEALTH GROUP
Reg. No. 1,820,342
February 8, 1994
- (4) CFS HEALTH GROUP
Reg. No. 1,820,341
February 8, 1994
- (5) POTOMAC HEALTH
Reg. No. 1,793,133
September 14, 1993
- (6) POTOMAC HEALTH
Reg. No. 1,780,232
July 6, 1993
- (7) PHYSICIANS CAREFIRST
Reg. No. 1,804,974
November 16, 1993
- (8) PHYSICIANS CAREFIRST
Reg. No. 1,778,906
June 29, 1993
- (9) FIRSTCARE
Reg. No. 1,743,798
December 29, 1992
- (10) LIBERTY CAREFIRST
Reg. No. 1,887,431
April 4, 1995
- (11) LIBERTY CAREFIRST
Reg. No. 1,885,498
March 21, 1995

- (12) DELMARVA HEALTH PLAN
Reg. No. 2,035,161
February 4, 1997
- (13) DRP
Reg. No. 2,035,160
February 4, 1997
- (14) GOOSE DESIGN
Reg. No. 2,056,823
April 29, 1997
- (15) POTOMAC HEALTH & Design
Reg. No. 1,677,841
March 3, 1992
- (16) PHYSICIANS CAREFIRST & Des.
Reg. No. 1,679,626
March 17, 1992
- (17) PHYSICIANS CAREFIRST & Des.
Reg. No. 1,731,951
November 10, 1992
- (18) POTOMAC HEALTH & Design
Reg. No. 1,678,453
March 10, 1992
- (19) PHYSICIANS CAREFIRST & Design
Reg. No. 1,731,093
November 10, 1992
- (20) LIBERTY CAREFIRST & Design
Reg. No. 1,866,112
December 6, 1994
- (21) LIBERTY CAREFIRST & Design
Reg. No. 1,835,003
May 3, 1994
- (22) FREE STATE HEALTH PLAN
Reg. No. 2,085,621
August 5, 1997

- (23) MEDICAREFIRST
Reg. No. 2,010,084
October 22, 1996
- (24) TEMPMED
Reg. No. 1,837,052
May, 17, 1994
- (25) GOLD STANDARD
Reg. No. 1,484,586
April 12, 1986
- (26) CAREWATCH
Reg. No. 1,686,673
May 12, 1992
- (27) MARYLAND POINT OF SERVICE
Reg. No. 1,719,689
September 22, 1992
- (28) CONSIDERED CARE
Reg. No. 1,743,498
December 29, 1992
- (29) SPECTRAFLEX
Reg. No. 1,493,522
June 21, 1988
- (30) CUSTOM COMP
Reg. No. 1,551,264
August 8, 1989
- (31) MISC. DESIGN
Reg. No. 1,755,293
March 2, 1993

01/16/98 AT 12:27 P.M.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 3-9-98

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: *Paula J. Wilson*, Custodian

This stamp replaces our previous certification system. Effective: 6/95

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

01/16/98 at 12:27 p.m.

RECEIVED

BLUE CROSS AND BLUE SHIELD OF MARYLAND, INC.

(a non-stock corporation)

MAR 16 12:27

ASSEMBLY

ARTICLES OF AMENDMENT AND RESTATEMENT

BLUE CROSS AND BLUE SHIELD OF MARYLAND, INC., a Maryland corporation, having its principal office in Baltimore County, Maryland (which is hereinafter called the "Corporation"), certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation desires to amend and restate its Charter as currently in effect.

SECOND: The Charter of the Corporation is hereby amended and restated by striking out all inconsistent provisions thereof and inserting in lieu thereof the following:

CAREFIRST OF MARYLAND, INC.

(a non-stock corporation)

ARTICLES OF INCORPORATION

FIRST: The name of the corporation, (which is hereinafter referred to as the "Corporation"), is CareFirst of Maryland, Inc.

SECOND: (a) The purposes for which and any of which the Corporation is formed and the business and objects to be carried on and promoted by it are:

(1) To establish, operate and maintain a non-profit health service plan as authorized by Title 14, Subtitle 1 of the Insurance Article of the Annotated Code of Maryland and any and all amendments thereto, whereby hospital, medical, dental and other health care is provided by hospitals, physicians, dentists and other providers to persons who become subscribers to such plan, so that such health care and service may be obtained at a minimum cost and expense.

(2) To make and enter into contracts with hospitals, physicians, dentists and other health care providers who may subscribe to and become part of the health service plan for the

I.D. NO# D1841527
ACKN. NO. - 140C3112407
CAREFIRST OF MARYLAND, INC.

80208335

TRADE MARK 80208336

REEL: 1776-FRAME: 7159

providing of hospital, medical and other health care to such of the public as become subscribers to said health service plan.

(3) To do such other things consistent with the activities as expressed above, with all the powers conferred upon corporations by the laws of the State of Maryland, including, but not limited to, the powers conferred by Title 14, Subtitle 1 of the Insurance Article of the Annotated Code of Maryland and any and all amendments thereto.

(b) The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article of the charter of the Corporation, and each shall be construed as a power as well as a purpose and object of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the laws of the State of Maryland.

THIRD: The present address of the principal office of the Corporation in this State is 10455 Mill Run Circle, Owings Mills, Maryland 21117.

FOURTH: The name and address of the resident agent of the Corporation in this State are John A. Picciotto, Esquire, 10455 Mill Run Circle, Owings Mills, Maryland 21117. Said resident agent is a citizen of the State of Maryland who resides therein.

FIFTH: The Corporation is not authorized to issue capital stock. The Corporation is not organized for profit and shall be a non-profit corporation.

SIXTH: The sole member of the Corporation is CareFirst, Inc., a Maryland non-stock, non-profit corporation.

SEVENTH: (a) The number of directors of the Corporation shall be five (5), which number may be increased or decreased in the manner provided for in the Bylaws of the Corporation, but shall never be less than the minimum number permitted by the laws of the State of Maryland now or hereafter in force

(b) The following persons shall serve as directors of the Corporation until their successors shall have been elected in accordance with the Bylaws of the Corporation:

Geneva Cannon
Patricia E. Lund
James C. Simpson
Joseph Haskins
Daniel J. Altobello

EIGHTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities and business, the board of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute the assets of the Corporation in accordance with applicable law governing non-stock corporations to a non-stock, non-profit entity or entities formed for purposes similar to those of the Corporation, including any such entity which is under common control with the Corporation.

NINTH: The Corporation shall provide any indemnification permitted by the laws of the State of Maryland and shall indemnify its directors, officers and other employees and agents, whether serving the Corporation or, at its request, any other entity, to such extent as shall be authorized by the board of directors or the Corporation's Bylaws and be permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The board of directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such bylaws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the Charter of the Corporation or repeal of any of its provisions shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal or shall limit or eliminate the rights granted under indemnification agreements entered into by the Corporation and its directors, officers, agents and employees.

TENTH: A director or officer of the Corporation shall not be personally liable to the Corporation for monetary damages except (a) to the extent that it is proved that the person actually received an improper benefit or profit in money, property, or services for the amount of the benefit or profit in money, property or services actually received or (b) to the extent that a judgment or other final adjudication adverse to the person is entered in a proceeding based on a finding in the proceeding that the person's action or failure to act was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding. It is the intent of this Article that the liability of directors and officers shall be limited to the fullest extent permitted by the laws of the State of Maryland, as amended from time to time. Any repeal or modification of this Article Tenth by the board of directors of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ELEVENTH: The duration of the Corporation shall be perpetual.

* * * * *

THIRD: The foregoing Articles of Amendment and Restatement to the Charter of the Corporation have been approved by a majority of the entire board of directors, advised by the board of directors, and approved by the members of the Corporation in the manner required by the Charter and the Corporation's Bylaws.

FOURTH: The current address of the principal office of the Corporation is as set forth in Article Third of the Amended and Restated Articles of Incorporation set forth above.

FIFTH: The name and address of the Corporation's current resident agent is as set forth in Article Fourth of the Amended and Restated Articles of Incorporation set forth above.

SIXTH: The number of directors of the Corporation and the names of the directors currently in office are as set forth in Article Seventh of the Amended and Restated Articles of Incorporation set forth above.


IN WITNESS WHEREOF, Blue Cross and Blue Shield of Maryland, Inc. has caused these presents to be signed in its name and on its behalf by its Chief Executive Officer and witnessed by its Secretary on January 16, 1998.

WITNESS:

BLUE CROSS AND BLUE SHIELD OF MARYLAND, INC.

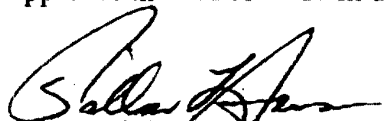


Secretary

By: 

Name: William L. Jews
Title: Chief Executive Officer

THE UNDERSIGNED, Chief Executive Officer of Blue Cross and Blue Shield of Maryland, Inc., who executed on behalf of the Corporation the foregoing Articles of Amendment and Restatement of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Amendment and Restatement to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

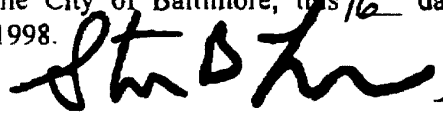


Name: William L. Jews
Title: Chief Executive Officer

CERTIFICATE OF INSURANCE COMMISSIONER

I HEREBY CERTIFY that the foregoing Articles of Amendment and Restatement of Blue Cross and Blue Shield of Maryland, Inc., have been submitted to me for examination and have been found to be in accordance with the Insurance Laws of the State of Maryland.

IN WITNESS WHEREOF, I have hereunto set my hand and Affixed the Official Seal of my Office in the City of Baltimore, this 16TH day of January, 1998.



Steven B. Larsen
Insurance Commissioner

State of Maryland
DEPARTMENT OF
ASSESSMENTS AND TAXATION



PARRIS N. GLENDENING
Governor
RONALD W. WINEHOLT
Director
PAUL B. ANDERSON
Administrator

Charter Division

JV

DOCUMENT CODE 13A BUSINESS CODE _____ COUNTY 53
D1841527 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	<u>59</u>	Expedited Fee
61	_____	Rec. Fee (Arts. of Inc.)
20	_____	Organ. & Capitalization
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
66	_____	Rec. Fee (Revival)
65	_____	Rec. Fee (Dissolution)
75	_____	Special Fee
73	_____	Certificate of Conveyance
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
70	_____	Change of P.O., R.A. or R.A.A.
31	<u>6</u>	Corp. Good Standing
600	_____	Foreign Qualification
52	_____	Foreign Registration
NA	_____	Foreign Name Registration
51	_____	Foreign Resolution
53	_____	For. Supplemental Cert.
54	_____	Penalty
56	_____	Cert. of Qual. or Reg.
50	_____	Cert. Limited Partnership
83	_____	Amendment to Limited Partnership
84	_____	Termination of Limited Partnership
85	_____	For. Limited Partnership
80	_____	Amend/Cancellation, For. Limited Part.
91	_____	Limited Part. Good Standing
87	_____	Cert. Limited Liability Partnership
67	_____	LLP Amendment - Domestic
68	_____	Foreign Limited Liability Partnership
69	_____	LLP Amendment - Foreign
74	_____	Art. of Organization (LLC)
99	_____	LLC Amend, Diss, Continuation
98	_____	LLC Cancellation.
97	_____	

(New Name) Carefirst of Maryland, Inc.

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent
- Designation of Resident Agent and Resident Agent's Address
- Change of Business Code

599820
01/16/99
OC

Returns

Adoption of Assumed Name

Other Change(s) Current
Directors

CODE 048

ATTENTION: Darlene Zoller

MAIL TO ADDRESS: _____

TRADEMARK

RECORDED: 04/28/1998

REEL: 1776 FRAME: 0114