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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

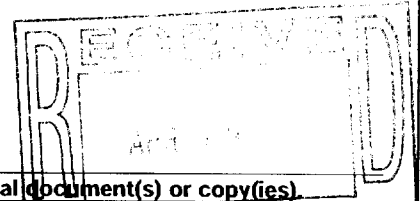
04-27-1999



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
03 31 98
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name HEALTHDEMOGRAPHICS

Execution Date
Month Day Year
03 30 98

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name HEALTHDEMOGRAPHICS, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) Two Piedmont Center, Suite 400

Address (line 2) 3565 Piedmont Road, NE

Address (line 3) Atlanta Georgia 30305
City State/Country Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other _____
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

04/26/1999 DNGUYEN 00000228 2156051

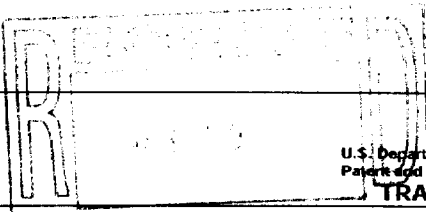
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02 FC:482

40.00 DP
75.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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REEL: 1888 FRAME: 0578



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text" value="2156051"/>	<input type="text" value="1819567"/>	<input type="text" value="2118949"/>
<input type="text" value="2160282"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Ginabeth B. Hutchison
Name of Person Signing

Ginabeth B. Hutchison
Signature

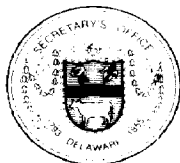
4/15/99
Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HEALTHDEMOGRAPHICS", A CALIFORNIA CORPORATION,

WITH AND INTO "HEALTHDEMOGRAPHICS, INC." UNDER THE NAME OF "HEALTHDEMOGRAPHICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 1998, AT 4:30 O'CLOCK P.M.



2875166 8100M

991129266

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9675182

DATE: 04-08-99

TRADEMARK
REEL: 1888 FRAME: 0580

CERTIFICATE OF MERGER

OF

HEALTHDEMOGRAPHICS
a California corporation

with and into

HEALTHDEMOGRAPHICS, INC.
a Delaware corporation

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law (the "DGCL") and Section 1108 of the California General Corporation Law (the "CGCL"), **HEALTHDEMOGRAPHICS**, a California corporation ("HealthDemographics (California)"), and **HEALTHDEMOGRAPHICS, INC.**, a Delaware corporation ("HealthDemographics (Delaware)"), hereby certify as follows:

FIRST: The names of the constituent corporations participating in the merger and the states in which they were organized are as follows:

<u>Corporation</u>	<u>State</u>
HealthDemographics	California
HealthDemographics, Inc.	Delaware

SECOND: An Agreement and Plan of Merger (the "Agreement and Plan of Merger") has been approved, adopted, certified, acknowledged and executed by each of HealthDemographics (Delaware) and HealthDemographics (California) in accordance with Section 252 of the DGCL and Section 1108 of the CGCL, and under such Agreement and Plan of Merger, HealthDemographics (California) is to be merged with and into HealthDemographics (Delaware), with HealthDemographics (Delaware) being the surviving corporation.

THIRD: The name of the surviving corporation is "HealthDemographics, Inc."

FOURTH: The Certificate of Incorporation of HealthDemographics (Delaware) shall be the surviving corporation's Certificate of Incorporation, and the Bylaws of HealthDemographics (Delaware) shall be the surviving corporation's Bylaws.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at Two Piedmont Center, Suite 400, 3565 Piedmont Road, N.E., Atlanta, Georgia 30305.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any holder of capital stock of either constituent corporation.

SEVENTH: The authorized capital stock of HealthDemographics (California) is 7,500,000 shares of stock, of which (i) 2,500,000 are designated as Preferred Stock, having no par value; and (ii) 5,000,000 are designated as Common Stock, having no par value.

EIGHTH: The authorized capital stock of HealthDemographics (Delaware) is 1,000 shares of Common Stock, par value \$0.01.

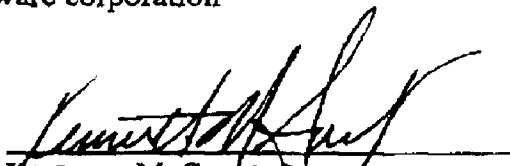
NINTH: The Agreement and Plan of Merger was duly approved by the respective holders of stock of HealthDemographics (Delaware) and HealthDemographics (California) as required by Section 252 of the DGCL and Section 1108 of the CGCL, respectively.

TENTH: The effective date of the merger contemplated by the Agreement and Plan of Merger and this Certificate of Merger shall be the date of the filing of this Certificate of Merger with the Delaware Secretary of State.

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IN WITNESS WHEREOF, the undersigned duly authorized officers of the constituent corporations, under penalties of perjury, have executed this Certificate of Merger as of the 30th day of March 1998.

HEALTHDEMOGRAPHICS, INC.,
a Delaware corporation

By: 
KENNETH M. GOINS, JR.
Executive Vice President

HEALTHDEMOGRAPHICS,
a California corporation

By: 
P. TIMOTHY GARTON
President