

7-9-99



Attached original documents or copy hereof.

To the Honorable Commissioner of Pat

1. Name of conveying party(ies):

101061424

Address of receiving party(ies):

Managed Care Solutions, Inc.

Name: Lifemark Corporation

Address:

7600 North 16th Street

Phoenix, AZ 85020

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

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

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

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) & addresses attached?

Yes No

3. Nature of conveyance:

28

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

Execution Date: June 25, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s).

1,192,845 1,192,865

Additional Numbers attached? Yes No

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

Name: David A. Cohen

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:..... 2

7. Total fee (37 CFR 3.41) \$ 65.00

Special Handling Fee \$120.00

- Enclosed
 - Authorized to be charged to deposit account
- (Only if total fee is not sufficient).

8. Deposit account number:

23-0825-0576900

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

07/12/1999 DCOATES 00000091 1192845

Q1 FC:481 40.00 OP
 Q2 FC:482 25.00 OP
 Q3 FC:484 120.00 OP

DO NOT USE THIS SPACE

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.

David A. Cohen

Name of Person Signing

Signature

7/8/99

Date

Total number of pages comprising cover sheet:

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 OWNERSHIP, WHICH MERGES:

"LIFEMARK INCORPORATED", A DELAWARE CORPORATION,
WITH AND INTO "MANAGED CARE SOLUTIONS, INC." UNDER THE NAME OF "LIFEMARK CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 1999, AT 10:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWELFTH DAY OF JULY, A.D. 1999.

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

2051416 8100M
991258817





Edward J. Freel, Secretary of State

AUTHENTICATION:

9829688

DATE:

06-25-99

RECEIVED TIME JUN. 30. 10:52AM

TRADEMARK
REEL: 1895 FRAME: 0858

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
LIFEMARK INCORPORATED
INTO
MANAGED CARE SOLUTIONS, INC.**

The undersigned corporation

DOES HEREBY CERTIFY THAT:

FIRST: Managed Care Solutions, Inc. (the "Company") is a business corporation of the State of Delaware.

SECOND: The Company is the owner of all of the outstanding shares of stock of Lifemark Incorporated, which is a business corporation of the State of Delaware ("Subsidiary").

THIRD: The Company hereby merges Subsidiary into the Company.

FOURTH: Upon the effectiveness of this Certificate of Ownership and Merger, the name of the Company, as the surviving corporation of the merger, shall be changed to Lifemark Corporation.

FIFTH: The following is a copy of the resolutions adopted on June 16, 1999 by the Board of Directors of the Company to merge Subsidiary into the Company.

"1. Lifemark Incorporated, a Delaware corporation and wholly owned subsidiary of the Company ("Subsidiary"), shall be merged into the Company, and all of the property, rights, privileges, powers and franchises of Subsidiary, shall be vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by Subsidiary in its name.

2. The Company shall assume all of the obligations of Subsidiary.

3. The Company shall cause to be executed, filed, and recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Subsidiary and the Company and in any other appropriate jurisdiction which in their judgment may be necessary, proper or advisable in order to effectuate the merger of Subsidiary into the Company.

4. Upon the effectiveness of the merger of Subsidiary into the Company, the name of the Company, as the surviving corporation of the merger, shall be changed to Lifemark Corporation."

20100001 890301