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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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U.S. Patent & TMOs/TM Mail Rpt Dt. #10

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original documents or copy hereof.

1. Name of conveying party(ies):

Managed Care Solutions, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: June 25, 1999

2. Name and address of receiving party(ies):

Name: Lifemark Corporation

Address: 7600 North 16th Street
Phoenix, AZ 85020

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

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

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

A. Trademark Application No.(s)
75/721,555 75/724,872

B. Trademark Registration No.(s).

Additional Numbers attached? Yes No

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

Name: Patrick Boisson

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

- 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)

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01 FC:481
02 FC:482

40.00 OP
25.00 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.

Patrick Boisson
Name of Person Signing

Signature

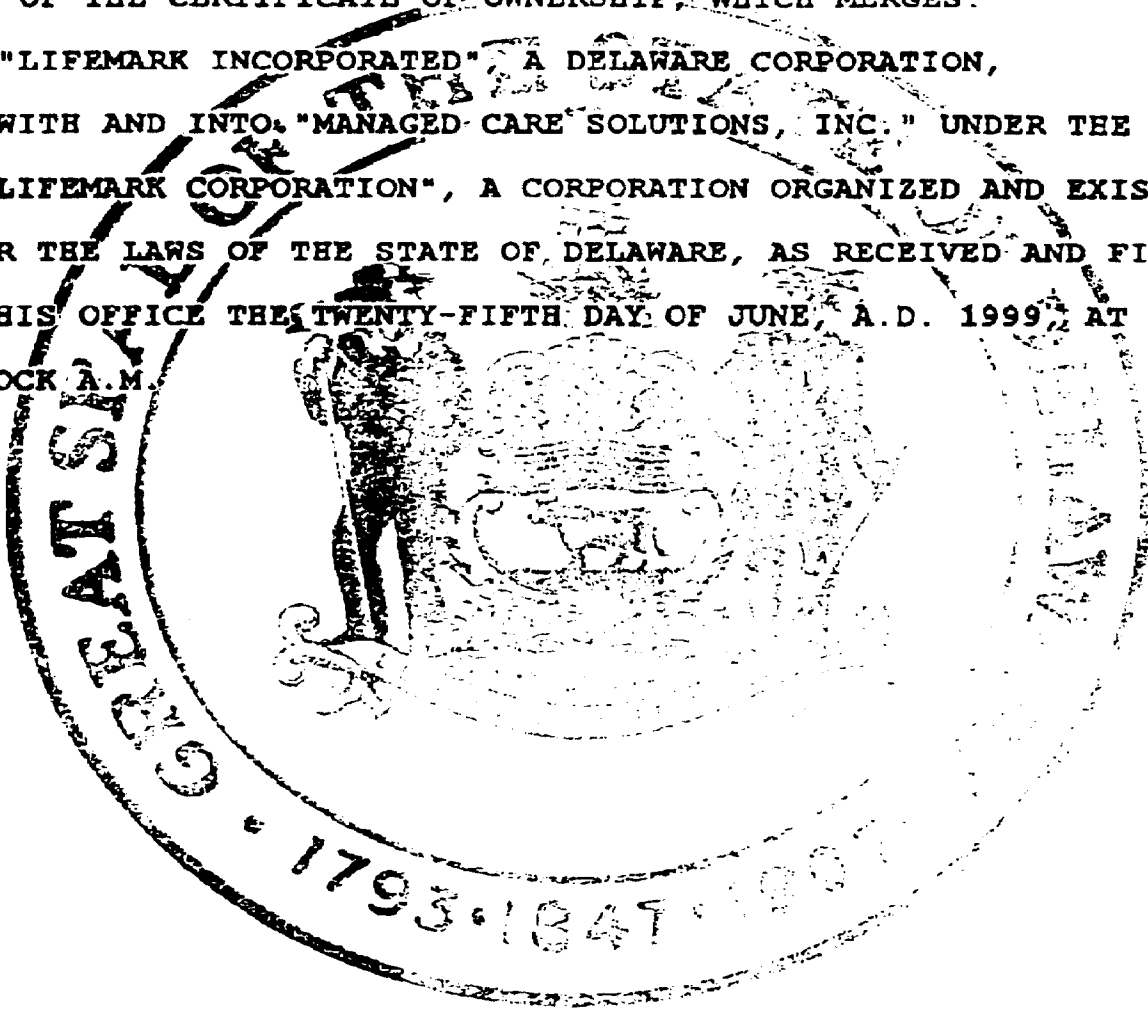
3/22/2000
Date

Total number of pages comprising cover sheet: _____

Office of the Secretary of State

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.



Edward J. Freel

Edward J. Freel, Secretary of State

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991297331

AUTHENTICATION: 9874528

DATE: 07-20-99

TRADEMARK
REEL: 002048 FRAME: 0597

**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."

SIXTH: The effective time and date of this Certificate of Ownership and Merger shall be 8:30 A.M., July 12, 1999, and the merger provided for herein shall be effective as of that time and date.


SIGNED AND ATTESTED on June 16, 1999

ATTEST:

MANAGED CARE SOLUTIONS, INC.,
a Delaware corporation



Michael J. Kennedy
Assistant Secretary

By 

Michael D. Hernandez
Its Chairman and Chief Executive Officer