

06-21-2000



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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 5.16.00
- 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
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving

Mark if additional names of receiving parties

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

06/20/2000 DNGUYEN 00000220 1837052

FOR OFFICE USE ONLY

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40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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)

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 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.

Elisa P. Rosen

5/16/00

Name of Person Signing

Signature

Date Signed

STATE OF MARYLAND

600306

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

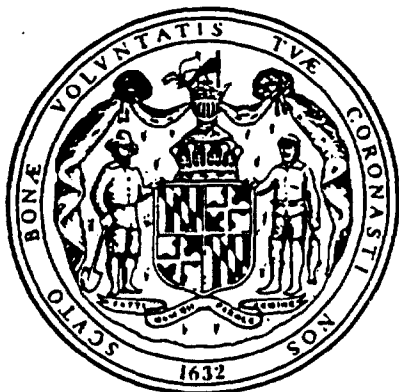
301 West Preston Street Baltimore, Maryland 21201

DATE: JANUARY 16, 1998

THIS IS TO ADVISE YOU THAT THE ARTICLES OF AMENDMENT & RESTATEMENT WITH A NAME CHANGE FOR BLUE CROSS AND BLUE SHIELD OF MARYLAND, INC. CHANGING TO CAREFIRST OF MARYLAND, INC. WERE RECEIVED AND APPROVED FOR RECORD ON JANUARY 16, 1998 AT 12:27 PM.

FEE PAID:

97.00



HARRY J. NOONAN
CHARTER SPECIALIST

AT5-031

TRADEMARK
REEL: 002089 FRAME: 0980

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)

NOV 16 1997

ASS. 14

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

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STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the [page document on file] in this office. DATED: 1/16/98

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature] Custodian

This stamp replaces our previous certification system. Effective: 6/98

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.

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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.

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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.

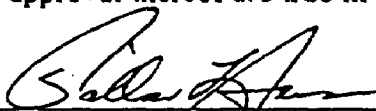


Secretary

By: 

Name: William L. Lewis
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.

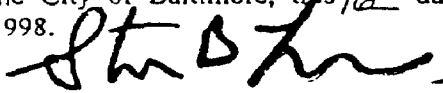


Name: William L. Lewis
Title: Chief Executive Officer

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

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