



09-12-2000

U.S. Patent & TMOtc/TM Mail Rept. Dt. #31

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

Submission Type

Conveyance Type

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

- 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

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Name

DBA/AKA/TA

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- Corporation  Association

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10/11/2000 MTHAI1 00000175 1854289

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Mail documents to be recorded with required cover sheet(s) information to:  
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**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**

(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.

Elisa P. Rosen

Name of Person Signing

Signature

7/12/00

Date Signed

DOW, LOHNES & ALBERTSON, PLLC  
ATTORNEYS AT LAW

WASHINGTON, D.C.

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September 12, 2000

VIA HAND DELIVERY

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U.S. Patent & TMO/TM Mail Rcpt. Dt. #31

Re: Recordation of Merger  
Assignor: Advance Paradigm Clinical Services, Inc.  
Assignee: ADVP Operations, L.P.  
Execution Date: July 31, 2000

Dear Madam:

Enclosed is a Recordation Form Cover Sheet to record the change of ownership for the following registration that occurred as a result of a merger between Advance Paradigm Clinical Services, Inc. and ADVP Operations, L.P.:

<u>Mark</u>	<u>Reg. No.</u>
APOTHEQUERY	1,854,289

Please record the merger and forward the formal Notice of Recordation of Assignment to me. A check in the amount of \$40.00 to cover the filing fee is also enclosed.

Should any questions arise concerning this filing, please contact me.

Very truly yours,

Elisa P. Rosen

EPR/maa

Enclosures: Recordation Cover Sheet  
Certificate of Merger  
Check (\$40.00)

TRADEMARK  
REEL: 002154 FRAME: 0192

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 MERGER, WHICH MERGES:

"ADVANCE PARADIGM CLINICAL SERVICES, INC.", A MARYLAND CORPORATION,

"ADVANCE PARADIGM DATA SERVICES, INC.", A DELAWARE CORPORATION,

"FOUNDATION HEALTH PHARMACEUTICAL SERVICES, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "ADVP OPERATIONS, L.P." UNDER THE NAME OF "ADVP OPERATIONS, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 2000, AT 5:30 O'CLOCK P.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0592648  
DATE: 08-01-00

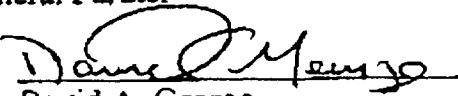
**CERTIFICATE OF MERGER****OF****ADVP OPERATIONS, L.P.**

1. The name and state or jurisdiction of incorporation of each of the constituent corporations is:  
Advance Paradigm Clinical Services, Inc., a Maryland corporation  
Advance Paradigm Data Services, Inc., a Delaware corporation  
Foundation Health Pharmaceutical Services, Inc., a California corporation  
ADVP Operations, L.P., a Delaware limited partnership
2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 17-211 of the Delaware Revised Uniform Limited Partnership Act.
3. The name of the surviving domestic limited partnership is: ADVP Operations, L.P.
4. This Certificate of Merger shall become effective on the date of filing of this Certificate of Merger.
5. The executed agreement of merger is on file at the office of the surviving domestic limited partnership, located at 545 E. John Carpenter Freeway, Suite 1570, Irving, TX 75062.
6. A copy of the agreement of merger will be furnished by the surviving domestic limited partnership, on request and without cost, to any partner of the constituent domestic limited partnership or any stockholder of the merging corporation.

IN WITNESS WHEREOF, ADVP Operations, L.P. has caused this Certificate of Merger to be duly executed as of July 31, 2000.

**ADVP OPERATIONS, L.P.**

By: Advance Paradigm, Inc.  
Its General Partner

By:   
Name: David A. George  
Title: President

ARTICLES OF MERGER

MERGING

ADVANCE PARADIGM CLINICAL SERVICES, INC.  
(a Corporation of the State of Maryland)

ADVANCE PARADIGM DATA SERVICES, INC.  
(a Corporation of the State of Delaware)

FOUNDATION HEALTH PHARMACEUTICAL SERVICES, INC.  
(a Corporation of the State of California)

INTO

ADVP OPERATIONS, L.P.  
(a limited partnership of the State of Delaware)

Pursuant to the provisions of Section 3-109 of the Maryland General Corporation Law, the undersigned entities do hereby certify to the following facts relating to the merger of Advance Paradigm Clinical Services, Inc., a Maryland corporation, Advance Paradigm Data Services, Inc., a Delaware corporation, and Foundation Health Pharmaceutical Services, Inc., a California corporation, with and into ADVP Operations, L.P., a Delaware limited partnership (the "Merger"):

1. Each of the undersigned entities agrees to the Merger.
2. The name and state of incorporation or organization of each constituent entity which is a party to the Merger is as follows:

<u>Name</u>	<u>State of Incorporation/Organization</u>
Advance Paradigm Clinical Services, Inc.	Maryland
Advance Paradigm Data Services, Inc.	Delaware
Foundation Health Pharmaceutical Services, Inc.	California
ADVP Operations, L.P.	Delaware

The surviving entity in the Merger is ADVP Operations, L.P., a Delaware limited partnership (the "Surviving Entity").

3. No amendments to the charter of the Surviving Entity are to be effected as part of the Merger.
4. The total number of shares of stock which Advance Paradigm Clinical Services, Inc. has authority to issue is one hundred (100) shares of common stock, no par value.

The total number of shares of stock which Advance Paradigm Data Services, Inc. has authority to issue is one thousand (1,000) shares of common stock, par value \$0.01 per share.

The total number of shares of stock which Foundation Health Pharmaceutical Services, Inc. has authority to issue is ten thousand (10,000) shares of common stock, no par value.

ADVP Operations, L.P. is a Delaware domestic limited partnership and has no authorized shares of stock.

5. The manner and basis of converting or exchanging issued stock of the merged corporation into different stock other consideration and the manner of dealing with any issued stock of the merged corporation not to be so converted or exchanged shall be as follows:

Each outstanding share of stock of each of the merging entities shall be automatically converted into the right to receive an ownership interest in ADVP Operations, L.P.

6. (a) Advance Paradigm Clinical Services, Inc. was incorporated under the General Corporation Law of the State of Maryland on November 15, 1990, has its principal office in Maryland in Baltimore County and does not own any land in Maryland.

(b) Advance Paradigm Data Services, Inc. was incorporated under the General Corporation Law of the State of Delaware on March 12, 1992, and became a qualified foreign corporation in Maryland on March 23, 1995. It has no office in Maryland and does not own any land in Maryland.

(c) Foundation Health Pharmaceutical Services, Inc. was incorporated under the General Corporation Law of the State of California on October 17, 1991. It has no office in Maryland and does not own any land in Maryland.

(d) ADVP Operations, L.P. was formed under the Revised Uniform Partnership Act of the State of Delaware on May 31, 2000. It has no office in Maryland and does not own any land in Maryland.

7. The location of the principal office of the Surviving Entity in the State of Delaware, the state of its organization, is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware. The Surviving Entity will have no office or registered agent in the State of Maryland.

8. The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by each entity party to the Articles of Merger in the manner and by the vote required by the charter of each entity party to the Articles of Merger and by the laws of Maryland and the state of its incorporation or organization. The manner in which the merger was approved is as follows:

The merger was duly advised by the board of directors of each of the entities party to these Articles of Merger by the adoption on July 31, 2000 of a resolution declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these articles of merger, and directing that the proposed merger be submitted for action thereon

at a special meeting of the stockholders of each of the entities, and (b) duly approved on July 31, 2000 by unanimous written consent of the sole stockholder of each entity.

9. The terms and conditions of the transaction as set forth in these articles were duly advised and authorized and approved by ADVP Operations, L.P. in the manner and by the vote required by the laws of the State of Delaware and by the constituent organizational documents of the Surviving Entity.

The manner in which the merger was approved is as follows: The merger was approved by unanimous written consent of the General Partner of ADVP Operations, L.P. dated July 31, 2000.

**[SIGNATURE PAGE FOLLOWS]**



IN WITNESS WHEREOF, each of the parties below have caused these Articles of Merger to be duly authorized and executed as of July 31, 2000.

WITNESS:

**ADVANCE PARADIGM CLINICAL SERVICES, INC.**

(a Maryland corporation)

By: Stephen Houk  
Name: Stephen Houk  
Title: Assistant Secretary

By: David A. George  
Name: David A. George  
Title: Executive Vice President

WITNESS:

**ADVANCE PARADIGM DATA SERVICES, INC.**

(a Delaware corporation)

By: Stephen Houk  
Name: Stephen Houk  
Title: Assistant Secretary

By: David A. George  
Name: David A. George  
Title: Executive Vice President

WITNESS:

**FOUNDATION HEALTH PHARMACEUTICAL SERVICES, INC.**

(a California corporation)

By: Stephen Houk  
Name: Stephen Houk  
Title: Assistant Secretary

By: David A. George  
Name: David A. George  
Title: Executive Vice President

**ADVP OPERATIONS, L.P.**

(a Delaware limited partnership)

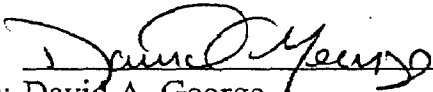
WITNESS:

By: Advance Paradigm, Inc.  
Its General Partner

By: Stephen Houk  
Name: Stephen Houk  
Title: Assistant Secretary

By: David A. George  
Name: David A. George  
Title: President

THE UNDERSIGNED, Executive Vice President of Advance Paradigm Clinical Services, Inc., Advance Paradigm Data Services, Inc., Foundation Health Pharmaceutical Services, Inc. and President of Advance Paradigm, Inc., the General Partner of ADVP Operations, L.P. (the "*Merging Entities*"), who executed on behalf of the Merging Entities the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of each Merging Entity the foregoing Articles of Merger to be the corporate act of each Merging Entity 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.

By:   
Name: David A. George  
Title: Executive Vice President