

11-02-2000

FORM PTO-1594
1-31-92



SHEET
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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101503141

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

New York Care Plus Insurance Co., Inc.

10-16-00

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

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

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

Name: HealthNow New York, Inc.

Internal Address: _____

Street Address: 1901 Main Street

City: Buffalo State: NY ZIP: 14240

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State NY
- 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) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Certificate of Amendment of the Certificate of Incorporation
- Merger
- Change of Name

Execution Date: June 24, 1998

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,859,287

Additional numbers attached? Yes No

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

Name: Phillips, Lytle, Hitchcock, Blaine & Huber LLP

Internal Address: Intellectual Property Group

Street Address: 3400 HSBC Center

City: Buffalo State: NY ZIP: 14203

6. Total number of applications and registrations involved: _____

1

7. Total fees (\$7 CFR 3.41):..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

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

DO NOT USE THIS SPACE

11/01/2000 ANMED1 00000211 1859287

01 FC:481 40.00 DP

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.

Rowland Richards, Reg.No. 42,104
Name of Person Signing

Rowland Richards
Signature

October 13, 2000
Date

Total number of pages comprising cover sheet: _____

TRADEMARK
REEL: 002165 FRAME: 0314

F980902000410

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NEW YORK CARE PLUS INSURANCE CO., INC.

Under Section 803 of the
Not-for-Profit Corporation Law

We, the undersigned, being respectively the President and Secretary of NEW YORK CARE PLUS INSURANCE CO., INC., do hereby certify as follows:

1. The name of the Corporation is NEW YORK CARE PLUS INSURANCE CO., INC.

2. The Corporation was formed by consolidation on May 24, 1978 under the name Blue Shield of Western New York, Inc. pursuant to the Not-for-Profit Corporation Law.

3. The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law, and is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

4. The name of the Corporation is hereby changed by amending the first article of the Corporation's Certificate of Incorporation to read in its entirety as follows:

FIRST: The name of the Corporation is
HEALTHNOW NEW YORK INC.

5. The post office address to which the Secretary of State shall mail a copy of process against the Corporation served upon him is hereby changed by amending the seventh article of the

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Corporation's Certificate of Incorporation to read in its entirety as follows:

SEVENTH: The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

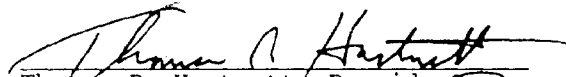
HealthNow New York Inc.
1901 Main Street
Buffalo, New York 14208

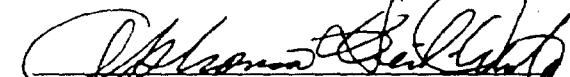
6. This amendment of the Corporation's Certificate of Incorporation was authorized by a resolution consented to in writing by the sole member of the Corporation.

7. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which Secretary of State shall mail a copy of any process against the Corporation served upon him is:

HealthNow New York Inc.
1901 Main Street
Buffalo, New York 14208

IN WITNESS WHEREOF, the undersigned have executed this
Certificate of Amendment and affirm that the statements made
herein are true under penalty of perjury this 29th day of
June, 1998.


Thomas P. Hartnett, President


Alphonso O'Neil-White, Secretary

313486

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STATE OF NEW YORK
DEPARTMENT OF HEALTH

Corning Tower The Governor Nelson A. Rockefeller Empire State Plaza Albany, New York 12237

Barbara A. DeBuono, M.D., M.P.H.
Commissioner of Health

Dennis P. Whalen
Executive Deputy Commissioner

CONSENT
TO FILING A CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
BY THE
COMMISSIONER

I, DENNIS P. WHALEN, Executive Deputy Commissioner of Health of the State of New York, do this 19 day of September, 1998, consent to the filing with the Secretary of State the Certificate of Amendment of the Certificate of Incorporation of New York Care Plus, Inc., whereby the name of the corporation will be changed to be HEALTHNOW NEW YORK, INC., as executed on the 24th day of June, 1998, pursuant to Sections 404(c), 803(a) and 804(a)(1) of the Not-for-Profit Corporation Law, and Section 98.4 of Title 10 of the Official Compilation of Codes, Rules and Regulations of the State of New York.

DENNIS P. WHALEN
Executive Deputy
Commissioner of Health

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STATE OF NEW YORK
INSURANCE DEPARTMENT
AGENCY BUILDING ONE
EMPIRE STATE PLAZA
ALBANY, NY 12257

RECEIVED

JUL 13 1998

JAECKLE, FLEISCHMANN & MUGEL

July 10, 1998

File No. N98 0336A

Anne F. Downey, Esq.
Jaeckle Fleischmann & Mugel, LLP
Fleet Bank Building
Twelve Fountain Plaza
Buffalo, NY 14202-2292

RE: HealthNow New York Inc.

Dear Ms. Downey:

Pursuant to your request, the name "HealthNow New York Inc." is approved for use in the State of New York for a name change by New York Care Plus Insurance Co., Inc. This Department has no objection to an amendment of the Certificate of Incorporation of New York Care Plus Insurance Co., Inc. for the purpose of changing its name to "HealthNow New York Inc."

After the amendment has been filed with the Secretary of State, please submit an original copy of the Certificate of Amendment to this office.

Very truly yours,

Nancy E. Schoep

Nancy E. Schoep
Associate Attorney
Office of General Counsel
Albany

NES:dh

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<http://www.ins.state.ny.us>

TRADEMARK

REEL: 002165 FRAME: 0319

080902000423

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 02 1988
TAXS
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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NEW YORK CARE PLUS INSURANCE CO., INC.

Under Section 803 of the
Not-for-Profit Corporation Law

JACQUEE FLEISCHMANN & WIGGEL, LLP
ATTORNEYS AT LAW
FLEET BANK BUILDING TWELVE FOUNTAIN PLAZA
BUFFALO, NEW YORK 14202-2292

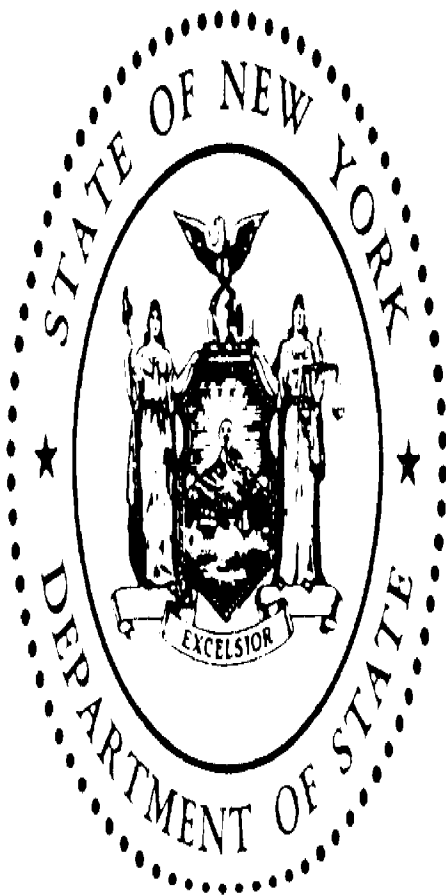
080902000410

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

OCT 05 2000



A handwritten signature in black ink, appearing to read "J. Kleib", with a long horizontal line extending to the right.

Special Deputy Secretary of State

F 980902 000410

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12241 70001

FILING RECEIPT

ENTITY NAME: LOCAL UNION NEW YORK ANGE

DOCUMENT TYPE: RACE RESERVATION TEXT (CORP. REG)
DURATION:

SERVICE COMPANY: INTERCOUNTY REARMOUSE CORP.

SERVICE CODE: 13

APPLICANT NAME: NEW YORK CORE PLUS INSURANCE CO., INC.

FILE NO: 980902000410 OPERATION: 0076 200744000561 FILE NO: 2007440009577

ADDRESS FOR PROFILES:

REGISTERED MAIL:



EXEMPTED FROM STATE FILING FEES (SEE SECTION 17)

DESCRIPTION	FILED	PAID	TOTAL
REGISTRATION FEE	10.00	10.00	10.00
TAX	0.00	0.00	0.00
COPIES	0.00	0.00	0.00
HANDLING	0.00	0.00	0.00
TOTAL	10.00	10.00	10.00

DATE: 10/11/99

DOH STATE OF NEW YORK
DEPARTMENT OF HEALTH

Corning Tower The Governor Nelson A. Rockefeller Empire State Plaza Albany, New York 12237

Barbara A. DeBuono, M.D., M.P.H.
Commissioner

Dennis P. Whalen
Executive Deputy Commissioner

August 25, 1998

RECEIVED
SEP - 1 1998
ALPHONSO O'NEIL-WHITE
SVP, GENERAL COUNSEL
AND SECRETARY

Alphonso O'Neil-White
Senior Vice President and
General Counsel
P.O. Box 80
Buffalo, New York 14240-0080

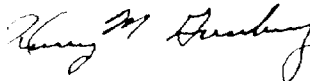
Re: New York Care Plus, Inc. Name Change to
HEALTHNOW NEW YORK, INC.

Dear Mr. O'Neil-White:

Formal approval of the proposed Certificate of Amendment of the Certificate of Incorporation dated June 24, 1998, changing the name of New York Care Plus, Inc. to HEALTHNOW NEW YORK, INC. and modifying the corporate purposes is not required. However, should the corporation seek to operate or maintain a hospital or to provide hospital services as provided for in Public Health Law Article 28, Public Health Council approval will be required.

This letter and the enclosed Consent to Filing signed by Dennis P. Whalen, Executive Deputy Commissioner, should be presented to the Secretary of State when the Certificate of Amendment of the Certificate of Incorporation is submitted for filing. A copy of the Certificate of Amendment, with proof of filing with the Secretary of State, should be forwarded to Mr. Raymond Donnelly of the Office of Managed Care, and a revised Certificate of Authority will be issued.

Sincerely,



Henry M. Greenberg
General Counsel

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