

12-06-2000

Client Code: INSORC.001T/006GEN

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11-17-00

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TO THE ASSISTANT COMMISSIONER OF PATENTS AND TRADEMARKS: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

COHR, INC.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State
- Other:

Additional name(s) of conveying party(ies) attached?

Yes No

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

Name: MEDASSETS INSOURCE, INC.

Internal Address:

Street Address: 21540 Plummer Street

City: Chatsworth State: CA ZIP: 91311-4103

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State
- 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) and address(es) attached?

Yes No

3. Nature of conveyance:

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

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) August 30, 1999

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

a. Trademark Application No(s):
75/854,655

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: Marguerite L. Gunn
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995

Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach State: CA ZIP: 92660
Attorney's Docket No.: INSORC.001T

7. Total fee (37 CFR 3.41): \$40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 1

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.

Marguerite L. Gunn
Name of Person Signing

Signature

11/13/00
Date

Total number of pages including cover sheet, attachments and document: 3

Mail documents to be recorded with required cover sheet information to:

12/05/2000 MTHAI1 00000104 75854655

01 FC:481

40.00 DP

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Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002188 FRAME: 0001

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 AMENDMENT OF "COHR INC.", CHANGING ITS NAME FROM "COHR INC." TO "MEDASSETS INSOURCE, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 1999, AT 9 O'CLOCK A.M.



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001093827

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0281884

DATE: 02-26-00

TRADEMARK
REEL: 002188 FRAME: 0002

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
COHR INC.

COHR Inc. (the "Corporation"), a Delaware corporation, certifies as follows:

1. At a duly called meeting of the Corporation's Board of Directors held on August 30, 1999, at which a quorum was present at all times, the Board of Directors adopted and declared advisable the amendment to the Corporation's Certificate of Incorporation described in Paragraph 3.

2. In lieu of a meeting and vote of the stockholders, the stockholders of the Corporation have adopted the amendment to the Corporation's Certificate of Incorporation described in Paragraph 3 by consent in writing of holders of a majority of the outstanding shares of common stock (the minimum number of votes that would be necessary to authorize the action at a meeting at which all shares entitled to vote were present and voting).

3. The Amendment to the Corporation's Certificate of Incorporation which was adopted as described in Paragraphs 1 and 2 was to amend Article First of the Corporation's Certificate of Incorporation so that, as amended, Article First reads as follows:

"1. The name of the Corporation is MedAssets InSource, Inc."

IN WITNESS WHEREOF, I have signed this Certificate on August 30, 1999.

COHR INC.

By: 
Name: Chris Baltes
Title: Secretary

NYA 228590.2