

10-10-2001

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

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

1. Name of conveying party(ies): 10-101 Health Partners Acquisition Corporation

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

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

- Assignment Merger Security Agreement Change of Name Other

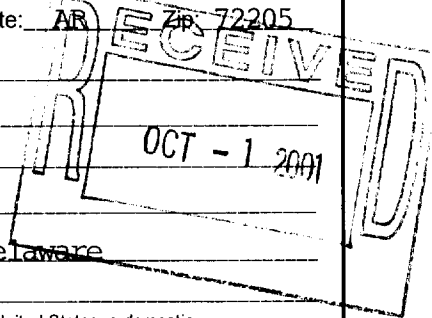
Execution Date: February 21, 2001

2. Name and address of receiving party(ies) Name: HealthScope Benefits, Inc. Internal Address:

Street Address: 27 Corporate Hill Drive City: Little Rock State: AR Zip: 72205

- 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) & address(es) attached? Yes No



4. Application number(s) or registration number(s): A. Trademark Application No.(s) 78/047,637

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Kathryn Bennett Perkins

Internal Address:

Street Address: Rose Law Firm

120 East Fourth Street

City: Little Rock State: AR Zip: 72201

6. Total number of applications and registrations involved: 1

7. Total fee (37 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

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.

Kathryn Bennett Perkins Name of Person Signing

Signature (handwritten)

9/27/01 Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, HARRIET SMITH WINDSOR, 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 "HEALTH PARTNERS ACQUISITION CORPORATION", CHANGING ITS NAME FROM "HEALTH PARTNERS ACQUISITION CORPORATION" TO "HEALTHSCOPE BENEFITS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2001, AT 11:30 O'CLOCK A.M.

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



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

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AUTHENTICATION: 09&2274

DATE: 02-21-01

TRADEMARK  
REEL: 002380 FRAME: 0014

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
HEALTH PARTNERS ACQUISITION CORPORATION**

Health Partners Acquisition Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:


**FIRST:** The Corporation has not received any payment for any of its stock.

**SECOND:** The amendment to the Corporation's Certificate of Incorporation set forth in the following resolution approved by a majority of the Corporation's Board of Directors and was duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware:

"RESOLVED, that the Certificate of Incorporation of the corporation be amended by striking Article **FIRST** in its entirety and replacing therefor: '**FIRST:** The name of the corporation is HealthScope Benefits, Inc.'"

IN WITNESS WHEREOF, Health Partners Acquisition Corporation has caused this Certificate to be signed and attested by its duly authorized officer, this 16 day of February, 2001.

Health Partners Acquisition Corporation

BY: 

TITLE: President