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

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

1. Name of conveying party(ies): MCS, Inc. 400 Penn Center Boulevard Pittsburgh, PA 15235

2. Name and address of receiving party(ies) Name: Simione Central Holdings, Inc. Internal Address: Street Address: 6600 Powers Ferry Road City: Atlanta State: GA Zip: 30326

3. Nature of conveyance: Merger Execution Date: 3/7/2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,395,330

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Scott E. Taylor Internal Address: Arnall Golden Gregory LLP 2800 One Atlantic Center Street Address: 1201 West Peachtree Street City: Atlanta State: GA Zip: 30309

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$40.00 8. Deposit account number:

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. Scott E. Taylor Signature Date 11/1/01

01/14/2002 BYRME 00000657 2395330 40.00 OP

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

TRADEMARK REEL: 002422 FRAME: 0893

State of Delaware

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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:

"MCS, INC.", A PENNSYLVANIA CORPORATION,

WITH AND INTO "SIMIONE CENTRAL HOLDINGS, INC." UNDER THE NAME OF "SIMIONE CENTRAL HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF MARCH, A.D. 2000, AT 3 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:

03-07-00

DATE:

**CERTIFICATE OF MERGER
OF
MCS, INC.
WITH AND INTO
SIMIONE CENTRAL HOLDINGS, INC.**

IT IS HEREBY CERTIFIED:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger (the "Merger") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
MCS, Inc.	Pennsylvania
Simione Central Holdings, Inc.	Delaware

SECOND: That a Second Amended and Restated Agreement and Plan of Merger and Investment Agreement (the "Merger Agreement") among the aforesaid constituent corporations, Mestek, Inc. and certain other parties has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware (the "DGCL") in the case of Simione Central Holdings, Inc. and Section 1924 of the Pennsylvania Business Corporation Law in the case of MCS, Inc.

THIRD: That the name of the surviving corporation of the merger is Simione Central Holdings, Inc. ("Surviving Corporation"), which will continue its existence as said Surviving Corporation under its present name upon the effective date of said merger pursuant to the provisions of the DGCL.

FOURTH: That the certificate of incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the certificate of incorporation of the Surviving Corporation until thereafter amended pursuant to the provisions of the DGCL and such certificate of incorporation.


FIFTH: That the executed Merger Agreement is on file at the principal office of the Surviving Corporation. The address of such office of the Surviving Corporation is 6600 Powers Ferry Road, Atlanta, Georgia 30339.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of each of the constituent corporations.

SEVENTH: That the authorized capital stock of MCS, Inc. consists of 10,000,000 shares of Common Stock, \$1.00 par value per share.

Dated: March 7, 2000

MCS, INC.

By: 
Name: Stephen M. Shea
Title: Senior Vice President-Finance

SIMIONE CENTRAL HOLDINGS, INC.

By: 
Name: R. BRUCE DEWEY
Title: PRESIDENT

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