



Tab settings =>>> ▼

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

1. Name of conveying party(ies):

XCare.net, Inc.

1-16-02

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

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

3. Nature of conveyance:

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

Execution Date: September 24, 2001

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

Name: Quovadx, Inc.

Internal Address: _____

Street Address: 6400 South Fiddler's Green Circle,
Suite 540

City: Englewood State: CO ZIP: 80111

- 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,119,185
MPOWER

16 2001

Additional numbers attached? Yes No

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

Name: Sara L. Eisner

Internal Address: _____

Street Address: Wilson Sonsini Goodrich & Rosati
650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304-1050

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:

23-2415 Attn: 16982-TM1001 (charge only if fee insufficient)

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

1/25/2002 DBYRNE 00000135 2119185

FC:481

40.00 OP

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.

Sara L. Eisner

Name of Person Signing

Signature

11/28/01

Date

Total number of pages including cover sheet, attachments, and document: 6

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

State of Delaware
Office of the Secretary of State PAGE 1

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 OWNERSHIP, WHICH MERGES:

"QUOVADX, INC.", A DELAWARE CORPORATION,

WITH AND INTO "XCARE.NET, INC." UNDER THE NAME OF "QUOVADX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2001, AT 4:30 O'CLOCK P.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

2191750 8100M

010473943

AUTHENTICATION: 1359076

DATE: 09-25-01

TRADEMARK
REEL: 002430 FRAME: 0990

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

QUOVADX, INC.

INTO

XCARE.NET, INC.

XCare.net, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST, that the Corporation was incorporated on the 29th day of March, 1989 pursuant to the General Corporation Law of the State of Delaware, the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of Delaware into a parent corporation organized and existing under the laws of Delaware.

SECOND, that the Corporation owns one hundred percent (100%) of the outstanding shares of the Common Stock, \$0.001 par value per share, of Quovadx, Inc., a corporation incorporated pursuant to the General Corporation Law of the State of Delaware and having no class of stock outstanding other than said Common Stock (the "Subsidiary").

THIRD, that the Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members, filed with the minutes of the Board on the 19th day of September, 2001, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, does merge the Subsidiary into the Corporation:

WHEREAS, the Corporation is the legal and beneficial owner of one hundred percent (100%) of the outstanding shares of Common Stock, \$0.001 par value per share (the "Common Stock"), of Quovadx, Inc., a Delaware corporation ("Quovadx"); and

WHEREAS, the said Common Stock is the only issued and outstanding class of stock of Quovadx; and

WHEREAS, the Corporation desires, on behalf of itself and in its capacity as the sole stockholder of Quovadx, to merge Quovadx into itself pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "DGCL."); and

WHEREAS, the Corporation desires, as the surviving corporation, to change its corporate name to Quovadx, Inc. pursuant to Section 253(b) of the DGCL.

NOW, THEREFORE, BE IT

RESOLVED, that effective upon the execution, acknowledgment and filing of an appropriate Certificate of Ownership and Merger setting forth these resolutions with the Secretary of State of the State of Delaware, Quovadx is hereby merged into the Corporation, which will immediately receive all of the properties of Quovadx and assume all of the obligations of Quovadx; and be it

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

1. Upon the effective time of the merger, each outstanding share of Quovadx Common Stock held by the Corporation shall automatically be cancelled and extinguished, and no payment shall be made with respect thereto;

2. Upon the effective time of merger, the name of the Corporation shall be changed to Quovadx, Inc.;

3. Upon the effective time of the merger, the Certificate of Incorporation of the Corporation, as amended to date, shall remain the Certificate of Incorporation of the Corporation; *provided, however*, that the amendment to Article I of said Certificate of Incorporation as is effected by the merger is as follows: "The name of the corporation is Quovadx, Inc. (the "Corporation")";

4. Each stock certificate evidencing the ownership of each share of Common Stock of the Corporation issued and outstanding immediately prior to the effective time of the merger shall continue to evidence ownership of the such shares of the Corporation;

5. Each stock certificate evidencing the ownership of Common Stock of the Corporation issued anytime after the effective time of the merger shall be in the form of the stock certificate attached hereto as Exhibit A;

6. Upon the effective time of the merger, the Bylaws of the Corporation, as amended to date, shall remain the Bylaws of the Corporation;

7. Upon the effective time of the merger, the directors of the Corporation immediately prior to the effective time of the merger shall remain the directors of the Corporation, without change, until their successors have been duly elected or appointed and qualified in accordance with the Certificate of Incorporation and Bylaws of the Corporation;

8. Upon the effective time of the merger, the officers of the Corporation immediately prior to the effective time of the merger shall remain the officers of the Corporation, each to hold office in accordance with the Certificate of Incorporation and Bylaws of the Corporation, or until their successors have been duly elected or appointed and qualified in accordance with such Certificate of Incorporation and Bylaws of the Corporation; and be it

FURTHER RESOLVED, that the proper officers of the Corporation be and each hereby is authorized to make and execute, and the Secretary of the Corporation be and hereby is authorized to

attest, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of Quovadx into the Corporation and the assumption of Quovadx's obligations and the date of adoption hereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things, whatsoever, whether within or without the State of Delaware, that may be in any way necessary or appropriate to effect said merger.

IN WITNESS WHEREOF, said XCare.net, Inc. has caused this Certificate to be signed by Gary T. Scherping, its Executive VP of Finance and Chief Financial Officer, this 24th day of September, 2001.

XCARE.NET, INC.

By: /s/ Gary T. Scherping
Gary T. Scherping, Executive VP of
Finance and CFO

attest, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of Quovadx into the Corporation and the assumption of Quovadx's obligations and the date of adoption hereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things, whatsoever, whether within or without the State of Delaware, that may be in any way necessary or appropriate to effect said merger.

IN WITNESS WHEREOF, said XCare.net, Inc. has caused this Certificate to be signed by Gary T. Scherping, its Executive VP of Finance and Chief Financial Officer, this 24th day of September, 2001.

XCARE.NET, INC.

By: 

Gary T. Scherping, Executive VP of
Finance and CFO