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(Rev. 10/02)
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Tab settings



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

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To the Honorable Commissioner of Patents and Trademarks. Please forward the enclosed original documents or copy thereof.

1. Name of conveying party:
Neoforma, Inc. **2-5-04**
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State of California
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party:
Name: Neoforma, Inc.
Internal
Address: _____
Street Address: 3061 Zanker Road
City: San Jose State: California Zip: 95134
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: October 27, 1998

4. Application number(s) or registration number(s):
A. Trademark Application No.:
B. Trademark Registration No.:
2,526,423
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Linda G. Henry, Esq.
Street Address: Fenwick & West LLP
Silicon Valley Center
801 California Street
City: Mountain View State: CA Zip: 94041

7. Total fee (37 CFR 3.41)..... \$40.00
 Enclosed
 Authorized to be charged to deposit account, if necessary
8. Deposit account number:
52-0261
(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.
Linda G. Henry Linda G. Henry Feb. 4, 2004
Name of Person Signing Signature Date

Express Mail mailing label No. EV 255 746 985 US Total number of pages including cover sheet, attachments, and document: 3

Date of Deposit 2/5/04 Mail documents to be recorded with required cover sheet information to:
I hereby certify that this paper or fee is being deposited with the Commissioner of Patent & Trademarks, Box Assignments
United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated
Washington, D.C. 20231

above and is addressed to: Assistant Commissioner for Trademark, 2900 Crystal Dr., Arlington, VA 22202-3513.
LARISA BURSHTEYN
(Type or Print Name of Person Mailing Paper or Fee)
[Signature]
(Signature of Person Mailing Paper or Fee)

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TRADEMARK
REEL: 002911 FRAME: 0129

**CERTIFICATE OF MERGER
OF
NEOFORMA, INC., A CALIFORNIA CORPORATION
with and into
NEOFORMA, INC., A DELAWARE CORPORATION
Under Section 252 of the General Corporation Law of the State of Delaware**

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, as amended, Neoforma, Inc., a Delaware corporation ("Neoforma-Delaware"), hereby certifies to the following information relating to the merger of Neoforma, Inc., a California corporation ("Neoforma-California"), with and into Neoforma-Delaware (the "Merger").

1. The name and the state of incorporation of each of the constituent corporations in the Merger are:

- (a) Neoforma, Inc., a California corporation; and
- (b) Neoforma, Inc., a Delaware corporation.

2. An agreement and plan of reorganization, dated as of October 27, 1998, by and between Neoforma-California and Neoforma-Delaware ("Merger Agreement"), setting forth the terms and conditions of such Merger has been approved, adopted, certified, executed and acknowledged by the constituent corporations pursuant to subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is: Neoforma, Inc. ("Surviving Corporation")

4. The Certificate of Incorporation of Neoforma-Delaware, as it exists immediately prior to the time this Certificate is duly filed with the Secretary of State of the State of Delaware, shall be the Certificate of Incorporation of the Surviving Corporation and thereafter may be amended in accordance with its terms and as provided by law.

5. An executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, which is located at 3255-6 Scott Blvd., Santa Clara, CA 95051.

6. A copy of the Merger Agreement shall be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Neoforma-California or Neoforma-Delaware.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 11/04/1998
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7. The authorized capital stock of Neoforma-California immediately prior to the time this Certificate is duly filed with the Secretary of State of the State of Delaware is: Thirty Million (30,000,000) shares of Common Stock, no par value per share and Seventeen Million Five Hundred Thousand (17,500,000) shares of Preferred Stock no par value per share; Nine Million (9,000,000) shares of which are designated as "Series A Preferred Stock," Three Million Two Hundred Thousand (3,200,000) shares of which are designated as "Series B Preferred Stock," and Five Million Two Hundred Fifty Thousand (5,250,000) shares of which are designated as "Series C Preferred Stock."

IN WITNESS WHEREOF, Neoforma, Inc., a Delaware corporation, has caused this Certificate to be signed by Jeffrey Kleck, its authorized officer, on the 27th day of October, 1998.

NEOFORMA, INC.

By: 

Jeffrey Kleck

Title: Chief Executive Officer

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