

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/22/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Prometheus Payment, Inc.		10/22/2009	CORPORATION: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	Health Care Incentives Improvement Institute, Inc		
Street Address:	13 Sugar Street		
City:	Newtown		
State/Country:	CONNECTICUT		
Postal Code:	06470		
Entity Type:	CORPORATION: CONNECTICUT		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3442840	PROMETHEUS PAYMENT	
Registration Number:	3350274	PROMETHEUS PAYMENT	
Registration Number:	3441288	ECR	
Registration Number:	3400256	EVIDENCE-INFORMED CASE RATES	
CORRESPONDENCE DATA			
Fax Number:	(203)790-5954		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2037441929		
Email:	fgp@danburylaw.com		
Correspondent Name:	Francis G. Pennarola		
Address Line 1:	30 Main Street		
Address Line 4:	Danbury, CONNECTICUT 06810		
NAME OF SUBMITTER:	Francis G. Pennarola		

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Signature:	/francis g. pennarola/
Date:	10/29/2009
Total Attachments: 6 source=merger and name change#page1.tif source=merger and name change#page2.tif source=merger and name change#page3.tif source=merger and name change#page4.tif source=merger and name change#page5.tif source=merger and name change#page6.tif	

State of Connecticut
CERTIFICATE OF MERGER

OF

PROMETHEUS PAYMENT, INC.

INTO

BRIDGES TO EXCELLENCE, INC.

The undersigned, Chairman of the Board of Bridges to Excellence, Inc., a Connecticut non-stock corporation, and the Chairman of the Board of Prometheus Payment, Inc., a Massachusetts non-stock corporation, DO HEREBY CERTIFY:

FIRST: That Prometheus Payment, Inc., is to be merged into Bridges to Excellence, Inc., and Bridges to Excellence, Inc., is to be the surviving corporation. Simultaneously with the merger, Bridges to Excellence, Inc., is changing its name to The Health Care Incentives Improvement Institute, Inc.

SECOND: That the parties to the merger have entered into the Agreement and Plan of Merger as September 18, 2009.

THIRD: The Amended and Restated Certificate of Incorporation of the surviving corporation, as amended, is annexed hereto.

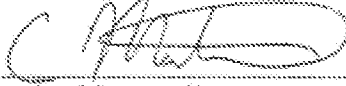
FOURTH: The merger was duly approved by the Directors of Prometheus Payment, Inc., which has no members.

FIFTH: The Plan of Merger was approved by the Directors of Bridges to Excellence, Inc., which has no members.

Signed, subject to the penalties for false statement in accordance with Connecticut


General Statutes Section 33-616.

Bridges to Excellence, Inc.

By: 
Charles Montreuil
Its: Chairman

10-20-09
Date

Prometheus Payment, Inc.

By: 
Alice G Osfield
Its: Chairman

10/1/09
Date

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AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
NONSTOCK CORPORATION

Office of the Secretary of the State

MAILING ADDRESS:

Commercial Recording Division
Connecticut Secretary of the State
P.O. Box 150470
Hartford, CT 06115-0470
860-509-6003

DELIVERY ADDRESS:

Commercial Recording Division
Connecticut Secretary of the State
30 Trinity Street
Hartford, CT 06106
860-509-6003

Space for Office Use Only

Filing Fee: \$ 40.00

Make Checks Payable To "Secretary of the State"

Please contact the Department of Revenue Services or your tax advisor as to any potential tax liability relating to your business.

1. NAME OF CORPORATION:

Health Care Incentives Improvement Institute, Inc.

The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.

2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT:

A. The Corporation shall not have members.

B. The Corporation shall only have members, which are not entitled to vote.

C. The Corporation shall have one class of members.

D. The Corporation shall have multiple classes of members which classes are designated as follows:

Please note: the manner of election and appointment of members along with their qualifications and rights may be set forth in this certificate or in the Corporation's bylaws. Please see C.G.S. § 33-1055 & -1056.

3. APPOINTMENT OF REGISTERED AGENT: (Please select only one A. or B.)

Name of Agent:

Business address: 30 Main Street
Danbury, CT 06810

A. Individual's Name: Francis G. Pennarola

Residence Address: 17 Webster Place
Newtown, CT 06470

B. Business Entity:

Address: (P.O. box is unacceptable)

Acceptance of Appointment


Signature of Agent

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4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:

To create significant advances in the quality of health care by (i) providing tools, information and support to consumers of health care services, (ii) conducting research with respect to existing health care provider reimbursement models, (iii) conducting research and developing reimbursement models and education materials concerning new reimbursement models including those that will improve the quality of care delivered to patients by using clinical practice guidelines as the basis for payment combined with public reporting of data regarding the quality of care rendered and that encourage the recognition of health care providers who demonstrate that they have implemented comprehensive solutions in the management of patients and deliver safe, timely, effective, efficient, equitable and patient-centered care which is based on adherence to quality guidelines and outcomes achievement, and (iv) engaging in any other lawful act or activity for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act.

(Please reference an 8 1/2 x 11 attachment if additional space is required)

5. OTHER INFORMATION:

5.1. The Corporation shall have in furtherance of its corporate purposes all of the powers specified in Chapter 602 as now in force or as hereafter amended, and may carry on any operation or activity referred to in this Section 5 to the same extent as might an individual, either alone or in a joint venture or other arrangement with others, or through a wholly or partly owned or controlled Corporation; provided, however, that no such power shall be exercised in a manner inconsistent with said Chapter 602 or any other chapter of the Connecticut General Statutes or inconsistent with the exemption from federal income tax to which the Corporation shall be entitled under Section 501(c)(3) of the Internal Revenue Code. The Amended and Restated Certificate of Incorporation consolidates all amendments into a single document. No member or shareholder approval is required.

5.2. The directors may make, amend or repeal the by-laws in whole or in part, by a vote of a two thirds majority of directors then in office.

5.3. Meetings of the directors may be held anywhere in the United States.

5.4. No director or officer of the Corporation shall be personally liable to the Corporation or its directors for monetary damages for breach of fiduciary duty as such director or officer notwithstanding any provision of law imposing such liability, except to the extent that such exemption from liability is not permitted under the Connecticut General Statutes.

5.5. The Corporation shall indemnify to the fullest extent under Sections 33-1116 to 33-1124 of the Connecticut General Statutes any director, officer, employee, or agent of the Corporation who is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative. The Board of Directors may authorize any officer of the Corporation to obtain insurance coverage related to the foregoing as the same may be deemed to be in the best interests of the Corporation.

5.6 (a) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any officer or director of this Corporation, or any concern in which any such officer or director has any interest, may

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be a party to, or may be pecuniarily or otherwise interested in, any contract, act or other transaction (collectively called a "transaction") of this Corporation; and

1. such transaction shall not be in any way invalidated or otherwise affected by that fact; and
2. no such officer or director concerned shall be liable to account to this Corporation for any profit or benefit realized through any such transaction;

provided, however, that such transaction either was fair at the time it was entered into or is authorized or ratified by a majority of the directors who are not so interested and to whom the nature of such interest has been disclosed. No interested director of this Corporation may vote or may be counted in determining the existence of a quorum at any meeting at which such transaction shall be authorized, but may participate in discussion thereof.

(b) For purposes of this Section 5.6, the term "interest" shall include personal interest and also interest as an officer, stockholder, shareholder, director or beneficiary of any concern; and the term "concern" shall mean any Corporation, association, trust, partnership, firm, person or other entity other than this Corporation.

(c) No transaction shall be voided by reason of any provisions of this paragraph 5.6 which would be valid but for such provisions.

5.7. No part of the assets or net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any individual; no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except to the extent permitted by Section 501(b) of the Internal Revenue Code; and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. It is intended that the Corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

5.8. If and so long as the Corporation is a private foundation (as that term is defined in Section 509 of the Internal Revenue Code), then notwithstanding any other provisions of the articles of organization or the by-laws of the Corporation, the following provisions shall apply:

- A) the income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code; and
- B) the Corporation shall not engage in any act of self dealing (as defined in Section 4941(d) of the Internal Revenue Code), nor retain any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code), nor make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).


5.9. Upon the liquidation or dissolution of the Corporation, after payment of all of the liabilities of the Corporation or due provision therefor, all of the assets of the Corporation shall be disposed of to one or more organizations exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

5.10. The Corporation shall not discriminate in administering its policies and programs or in the employment of its personnel on the basis of race, color, religion, national or ethnic origin, sex, handicap or otherwise.

5.11. All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (ii) to the General Statutes of The State of Connecticut, or any chapter thereof, shall be deemed to refer to said General Statutes or chapter as now in force or hereafter amended; and (iii) to particular sections of the Internal Revenue Code or said General Statutes shall be deemed to refer to similar or successor provisions hereafter adopted.

The Amended and Restated Certificate of Incorporation consolidates all the amendments into a single document. As there are no members or shareholders, no such approval is necessary.

Dated this 15 day of October 2009.


George Isham, Secretary

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