

07-20-2001



SHEET

U.S. DEPARTMENT OF COMMERCE

U.S. Patent And Trademark Office

To the Honorable Commission

101784435

original documents or copy thereof:

1. Name of conveying party(ies):

Access Health, Inc.

7-13-01

Additional name(s) of conveying party(ies) attached?

☐ Yes☒ No

3. Nature of Conveyance:

☐ Assignment☐ Merger☐ Security Agreement☐ Change of Name☒ Other: Certificate of Ownership and MergerExecution Date: March 30, 1999

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

Name: HBO & Company

Internal Address: 5995 Windward Parkway

Street Address:

City: Alpharetta

State: GA Zip: 30005

Additional name(s) & address(es) attached?

☐ Yes☒ No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s):

B. Patent No.(s): 5,471,382, 5,764,923 & 5,964,700.

Additional numbers attached? ☐ Yes ☒ No

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

Name: Robert R. Sachs, Esq.

Internal Address: Fenwick & West LLP

Street Address: Two Palo Alto Square

City: Palo Alto State: CA Zip Code: 94306

6. Total number of applications and patents involved: 3

7. Total fee (37 CFR 3.41): \$120.00

☒ Check Enclosed☒ Fee Transmittal Enclosed☐ Charge the indicated fees to the below mentioned deposit account.

8. Deposit Account No.:

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.

Robert R. Sachs, Reg. No. 42,120

Name of Person Signing

Signature

7/13/01

Date

Total number of pages including cover sheet, attachments, documents: 4

Mail documents to be recorded with required cover sheet information to: Box Assignment, Commissioner For Patents and Trademarks, Washington, D.C. 20231

Case Docket No.:

PATENT
REEL: 11979 FRAME: 0666

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:

"ACCESS HEALTH, INC", A DELAWARE CORPORATION,
WITH AND INTO "HBO & COMPANY" UNDER THE NAME OF "HBO & COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 1999, AT 3:55 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0807161 8100M

AUTHENTICATION: 0952275

010055240

DATE: 02-02-01

PATENT
REEL: 11979 FRAME: 0667

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
Access Health, Inc., a Delaware corporation
INTO
HBO & Company, a Delaware corporation**

HBO & Company, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), pursuant to Section 253(a) of the General Corporation Law of the State of Delaware, on this 31st day of March, 1999, DOES HEREBY CERTIFY that:

FIRST: The Corporation is a business corporation of the State of Delaware.

SECOND: The Corporation owns one hundred percent (100%) of the outstanding shares of common stock (the only class of outstanding stock) of Access Health, Inc., a Delaware corporation.

THIRD: The Board of Directors of the Corporation, by resolutions duly adopted as of the 31st day of March, 1999, has voted to effect a merger pursuant to Section 253 of the Delaware General Corporation law merging Access Health, Inc. with and into the Corporation (the "Merger"): A true and correct copy of such resolutions is annexed hereto as Exhibit A and incorporated herein by this reference. Said resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: The Merger shall become effective at 4:00 p.m., Delaware time, on March 31, 1999.

IN WITNESS WHEREOF, HBO & Company has caused this Certificate to be signed and attested by its duly authorized officers as of the day and year above written.

HBO & COMPANY
(a Delaware corporation)

By: Albert J. Bergonzi
Title: pres
Albert J. Bergonzi
President

Attest: Jay M. Layton
Title: Jay M. Layton
As Vice President, General Counsel
and Secretary

AT: 1027784-1

EXHIBIT A

**Resolutions Adopted by Written Consent
in Lieu of a Meeting by the Board of
Directors of HBO & Company
as of March 31, 1999**

Pursuant to Section 141(f) of the General Corporation Law of Delaware, the undersigned, being the Board of Directors of HBO & Company (the "Corporation"), do hereby consent to and adopt the following resolutions, which actions shall have the same force and effect as if taken by unanimous affirmative vote at a meeting of the Board of Directors of the Corporation duly called and held.

WHEREAS, it is in the best interest of the Corporation to merge Access Health, Inc., a Delaware corporation, which is a wholly-owned subsidiary of the Corporation, with and into the Corporation (the "Merger");

NOW, THEREFORE, BE IT RESOLVED that Access Health, Inc. be merged into this Corporation, which shall assume all rights, liabilities and obligations of Access Health, Inc., effective upon filing with and acceptance by the Secretary of State of Delaware of a duly executed Certificate of Ownership and Merger;

FURTHER RESOLVED, that in connection with effecting the Merger, any and all officers of the Corporation (the "Authorized Officers") be and hereby are, or each Authorized Officer is, severally authorized, empowered and directed to take such actions on behalf of the Corporation, as the sole shareholder of Access Health, Inc., as such officer or officers deem necessary, advisable or appropriate in furtherance of the Merger, and

FURTHER RESOLVED, that the Authorized Officers be and hereby are severally authorized, empowered and directed to prepare and execute a Certificate of Ownership and Merger, in the manner and form required by the Delaware General Corporation Law, to file said Certificate with the office of the Secretary of State of Delaware, and to prepare and execute all other documents and to take all such other actions which are in such officers' discretion deemed necessary to carry into effect the full intent and purpose of the resolutions heretofore adopted with respect to the Merger.

AT: 1027784v1