

02-28-2002



HEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

Tab settings -- --

101996549

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

1. Name of conveying party(ies):

HCIA INC. (MD Corporation);

VS&amp;A-HCIA, L.L.C. (DE Limited Liability Company)

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

3. Nature of conveyance:

- ☐ Assignment ☒ Merger  
☐ Security Agreement ☐ Change of Name  
☐ Other \_\_\_\_\_

Execution Date: November 24, 1999

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

Name: HCIA, L.L.C. (DE Limited Liability Company)

Internal Address: \_\_\_\_\_

Street Address: 1013 Centre RoadCity: Wilmington State: DE ZIP: 19805Additional name(s) & addresses attached? ☐ Yes ☒ No

4. Application number(s) or patents 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)

5,724,379Additional numbers attached? ☐ Yes ☒ No

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

Name: Jason A. Cohen, Esq.Internal Address: Simpson Thacher & BartlettStreet Address: 425 Lexington AvenueCity: New York State: New York ZIP: 10017

6. Total number of applications and patents involved: \_\_\_\_\_

1

7. Total fee (37 CFR 3.41): \_\_\_\_\_ \$40.00

- ☒ Enclosed  
☐ Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(Attached 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.*

Jason A. Cohen, Esq.

Name of Person Signing

Signature

Date

03/01/2002 DBYRME 00000005 5724379

Total number of pages comprising cover sheet: \_\_\_\_\_

7

01 FC:581

40.00 BP

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

PATENT  
REEL: 012598 FRAME: 0886

ARTICLES OF MERGER

between

VS&A-HCIA, L.L.C.  
(a Delaware limited liability company)

and

HCIA INC.  
(a Maryland corporation)

with the name of the surviving entity to be  
HCIA, L.L.C.  
(a Delaware limited liability company)

November 24, 1999

VS&A-HCIA, L.L.C., a Delaware limited liability company (the "Surviving LLC") and HCIA INC., a Maryland corporation ("HCIA"), hereby certify to the State Department of Assessments and Taxation of Maryland that:

**FIRST:** HCIA and the Surviving LLC agree that HCIA shall be merged with and into the Surviving LLC. The names of the parties included in the merger are as set forth above. The Surviving LLC was organized under the general laws of the State of Delaware on August 10, 1999 and was qualified to do business in Maryland on November 22, 1999. HCIA was incorporated under the general laws of the State of Maryland on July 10, 1985.

**SECOND:** The principal office of the Surviving LLC in Delaware is located at 1013 Centre Road, Wilmington, Delaware 19805; and the principal office of the Surviving LLC in Maryland is 300 East Lombard Street, Baltimore City, Maryland 21202. The name and address of the resident agent of the Surviving LLC in Maryland is CSC Corporation, 11 East Chase Street, Baltimore, Maryland 21202. The principal office of HCIA is located at 300 East Lombard Street, Baltimore City, Maryland 21202. Neither the Surviving LLC nor HCIA owns any interest in land in the State of Maryland the title to which could be affected by the recording of an instrument among the land records.

**THIRD:** The terms and conditions of the merger set forth in these Articles of Merger were advised, authorized, and approved by the Surviving LLC in the manner and

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the \_\_\_\_\_ page document on file in this office. DATED: 2/21/02

BY: Sherry J. Austin, Custodian

This stamp replaces our former certification system. Effective: 6/95

by the vote required by its Certificate of Organization and the general laws of the State of Delaware. The manner in which the merger was approved is as follows:

The merger of HCIA into the Surviving LLC was duly advised and approved by the sole Member of the Surviving LLC in the form and upon the terms and conditions set forth in these Articles of Merger and in accordance with the Delaware Limited Liability Company Act ("DLLCA") and the Surviving LLC's Limited Liability Company Agreement (the "Operating Agreement").

**FOURTH:** The terms and conditions of the merger set forth in these Articles of Merger were advised, authorized, and approved by HCIA in the manner and by the vote required by its Charter and the general laws of the State of Maryland. The manner in which the merger was approved is as follows:

(a) The merger was duly advised by the Board of Directors of HCIA which adopted resolutions declaring that the merger of HCIA into the Surviving LLC is advisable in the form and upon the terms and conditions set forth in these Articles of Merger, and directing that the proposed merger be submitted to the Stockholders for consideration and approval. The resolutions of the Board of Directors were unanimously adopted by the Directors at meetings duly called and held on August 11, 1999 and October 11, 1999, respectively.

(b) The merger in the form and upon the terms and conditions set forth in these Articles of Merger was duly approved by the Stockholders of HCIA at a meeting duly called and held on November 17, 1999.

**FIFTH:** The Surviving LLC shall continue to be governed immediately after the merger under its present Certificate of Organization and Operating Agreement, and the Managing Member of the Surviving LLC shall continue in such office or capacity upon the effectiveness of the merger.

**SIXTH:** The sole Member of the Surviving LLC is VS&A-HCIA Holding, LLC, a Delaware limited liability company.

**SEVENTH:** The total number of shares of stock which HCIA has authority to issue, the number and par value of the shares of each class, and the aggregate par value of those shares of stock, are as follows:

(a) HCIA has authorized two classes of capital stock, consisting of Fifty Million (50,000,000) shares of Common Stock, with a par value of One Cent (\$.01) per share and an aggregate par value of Five Hundred Thousand Dollars (\$500,000), and Five Hundred Thousand shares of undesignated Preferred Stock with a par value of One Cent (\$.01) per share, and an

aggregate par value of Five Thousand Dollars (\$5,000). The aggregate par value of all classes of authorized stock is Five Hundred Five Thousand Dollars (\$505,000).

(b) VSA-HCIA Holding, LLC is the sole owner of 100% of the membership interests of the Surviving LLC as of the date hereof.

**EIGHTH:** At and as of the effective time of the merger, each share of the issued and outstanding Common Stock of HCIA held by its Stockholders shall be surrendered and canceled. The Stockholders of HCIA shall receive, in exchange for each share of Common Stock so surrendered and canceled, Eleven Dollars (\$11.00) in cash. The sole Member of the Surviving LLC shall remain the same and its interests in the Surviving LLC shall not be affected by the merger.

**NINTH:** Immediately following the merger, the Surviving LLC shall be known as, and its correct legal name shall be:

**HCLA, LLC.**

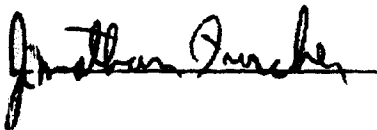
**TENTH:** The effective time of the merger shall be the later to occur of (a) the date on which these Articles of Merger are accepted by the State Department of Assessments and Taxation of Maryland for record, or (b) a Certificate of Merger evidencing the merger contemplated hereby is accepted by the Secretary of State of Delaware.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, these Articles of Merger are hereby executed for and on behalf of the Surviving LLC by its Managing Member, who hereby acknowledges that these Articles of Merger are the act of the Surviving LLC, and who hereby states under the penalties for perjury that the matters and facts set forth herein with respect to authorization and approval of the merger are true in all material respects to the best of his or her knowledge, information and belief. These Articles of Merger have been executed for and on behalf of HCIA by its Senior Vice President and General Counsel, who hereby acknowledges that these Articles of Merger are the act of HCIA, and who hereby states under the penalties for perjury that the matters and facts set forth herein with respect to authorization and approval of the merger are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

VS&A-HCIA, L.L.C.



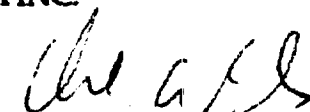
By:  (SEAL)  
Name: S. Gerard Benford  
Title: Vice President

ATTEST:

HCIA INC.



Barry C. Offutt  
Assistant Secretary

By:  (SEAL)  
Charles A. Berardesco  
Senior Vice President and  
General Counsel

123910903

DOCUMENT CODE

11

BUSINESS CODE

#

P.A.

Religious

Close

Stock

Nonstock

Merging  
(Transferor)

HCIA, INC.

D01966282

Surviving

(Transferee)

VSFA-HCIA, L.L.C.

205565262 (DE)

## FEES REMITTED:

Base Fee: 20

Org. &amp; Cap. Fee:

Expedite Fee: 110

Penalty:

State Recordation Tax:

4 State Transfer Tax:

Certified Copies:

Copy Fee: 25

Certificates:

Certificate Fee:

Other:

TOTAL FEES: 155

Credit Card

Check

Cash

CERTIFIED  
COPY MADE

Documents on

Checks

APPROVED BY: *in*ID # 105688262 ACK # 1000085156000000  
LINES: 300000 POLIO: 0008 PAGES: 0008  
VSFA - HCIA, L.L.C.

11/24/1999 AT 10:29 A WO # 0000246771

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1999-11-24 10129 AM  
0000246771  
COST ORDER 0000246771

(New Name)

HCIA, L.L.C.

Change of Name:

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s)

CODE 062

ATTENTION:

MAIL TO ADDRESS:

## Schedule A

### U.S. Patents and Patent Applications

Title

Patent No.

Method of Modifying Comparable Health Care Services

5,724,379