

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
Medicode, Inc.	01/14/1998
RECEIVING PARTY DATA	
Name:	Medicode (Delaware), Inc.
Street Address:	5255 Wiley Post Way
City:	Salt Lake City
State/Country:	UTAH
Postal Code:	84116
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5557514
CORRESPONDENCE DATA	
Fax Number:	(612)340-8856
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	6123402600
Email:	IP.Docket@dorsey.com
Correspondent Name:	Dorsey & Whitney LLP
Address Line 1:	50 South Sixth Street
Address Line 2:	Suite 1500
Address Line 4:	Minneapolis, MINNESOTA 55402
ATTORNEY DOCKET NUMBER:	34287/US
NAME OF SUBMITTER:	Julie Wang
Total Attachments: 11 source=34287USnamechange#page1.tif source=34287USnamechange#page2.tif source=34287USnamechange#page3.tif source=34287USnamechange#page4.tif	

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"MEDICODE, INC.", A UTAH CORPORATION,

WITH AND INTO "MEDICODE (DELAWARE), INC." UNDER THE NAME OF "MEDICODE (DELAWARE), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1997, AT 9:15 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8865270

DATE:

01-14-98

PATENT

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**AGREEMENT AND PLAN OF MERGER OF
MEDICODE (DELAWARE), INC.
(a Delaware corporation)
AND
MEDICODE, INC.
(a Utah corporation)**

THIS AGREEMENT AND PLAN OF MERGER dated as of November 17, 1997, (the "Agreement") is between Medicode (Delaware), Inc., a Delaware corporation ("Medicode Delaware") and Medicode, Inc., a Utah corporation ("Medicode-Utah"). Medicode-Delaware and Medicode-Utah are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. Medicode-Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 57,866,178 shares, 50,000,000 of which are designated "Common Stock," \$.001 par value, and 7,866,178 of which are designated "Preferred Stock," \$.001 par value. Of such authorized shares of Preferred Stock, 2,866,178 shares are designated "Series A Preferred Stock." As of the date of this Agreement 1,000 shares of Common Stock and no shares of Preferred Stock were issued and outstanding.

B. Medicode-Utah is a corporation duly organized and existing under the laws of the State of Utah and has an authorized capital of 55,000,000 shares, 50,000,000 of which are designated "Common Stock," no par value, and 5,000,000 of which are designated "Preferred Stock," no par value. Of such authorized shares of Preferred Stock, 2,866,178 shares are designated "Series A Preferred Stock." As of the date of this Agreement of Merger, 942,703 shares of Common Stock, and 2,739,613 shares of Series A Preferred Stock were issued and outstanding.

C. The Board of Directors of Medicode-Utah has determined that, for the purpose of effecting the reincorporation of Medicode-Utah in the State of Delaware, it is advisable and in the best interests of Medicode-Utah that Medicode-Utah merge with and into Medicode-Delaware upon the terms and conditions provided herein.

D. The respective Boards of Directors of Medicode-Delaware and Medicode-Utah, the shareholders of Medicode-Utah and the stockholders of Medicode-Delaware have approved this Agreement and have directed that this Agreement be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Medicode-Delaware and Medicode-Utah hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Utah Business Corporation Act, Medicode-Utah shall be merged with and into Medicode-Delaware (the "Merger"), the separate existence of Medicode-Utah shall cease and Medicode-Delaware shall be, and is herein sometimes referred as, the "Surviving Corporation", and the name of the Surviving Corporation shall be Medicode (Delaware), Inc.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

(b) Executed Articles of Merger or an executed counterpart of this Agreement meeting the requirements of the Utah Business Corporations Act shall have been filed with the Secretary of State of the State of Utah.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Medicode-Utah shall cease and Medicode-Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and Medicode-Utah's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Medicode-Utah in the manner more fully set forth in Section 259 of the Delaware General Corporation Law, (iv) shall continue to be subject to all of its debts, liabilities and obligations constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Medicode-Utah in the same manner as if Medicode-Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the Utah Business Corporation Act.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of Medicode-Delaware, filed with the Office of the Secretary of State of the State of Delaware on October 17, 1997 (the "Certificate of Incorporation") shall be the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Medicode-Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of Medicode-Utah immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

III. MANNER OF CONVERSION OF STOCK

3.1 Medicode-Utah Common Stock. Upon the Effective Date of the Merger, each share of Medicode-Utah Common Stock, no par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for 1.466 fully paid and nonassessable shares of Common Stock, \$.001 par value, of the Surviving Corporation.

3.2 Medicode-Utah Preferred Stock. Upon the Effective Date of the Merger, each share of any series of Medicode-Utah Preferred Stock, no par value, issued and outstanding immediately prior to the Merger, shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into or exchanged for one fully paid and nonassessable share of the same series of Preferred Stock, \$.001 par value, of the Surviving Corporation, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation.

3.3 Medicode-Utah Stock Options.

(a) Upon the Effective Date of the Merger, the Surviving Corporation shall assume the obligations of Medicode-Utah under, and continue, the option plans (including without limitation the 1991 Stock Options Plan and the 1997 Stock Plan) and all other employee benefit plans of Medicode-Utah. Each outstanding and unexercised option, other right to purchase, or security convertible into, Medicode-Utah Common Stock (a "Right") shall become an option, right to purchase or a security convertible into the Surviving Corporation's Common Stock on the basis of 1.466 shares of the Surviving Corporation's Common Stock for each one share of Medicode-Utah Common Stock issuable pursuant to any such Right, on the same terms and conditions and at an exercise price equal to the exercise price applicable to any such Medicode-Utah Right at the Effective Date of the Merger; provided however, that no "additional benefits" (within the meaning of Section 424(a)(2) of the Internal Revenue Code of 1986, as amended) shall be accorded to the optionees pursuant to the assumption of their options. This paragraph 3.3(a) shall not apply to Medicode-Utah Common Stock or Preferred Stock. Such Common Stock and Preferred Stock are subject to paragraphs 3.1 and 3.2, respectively, hereof.

(b) A number of shares of the Surviving Corporation's Common Stock shall be reserved for issuance upon the exercise of options, stock purchase rights and convertible securities equal to the number of shares of Medicode-Utah Common Stock so reserved immediately prior to the Effective Date of the Merger.

3.4 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of Medicode-Utah Common Stock or Preferred Stock may be asked to surrender the same for cancellation to an exchange agent, whose name will be delivered to holders prior to any requested exchange (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock or Preferred Stock, as the case may be, into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of Medicode-Utah Common Stock or Preferred Stock shall be deemed for all purposes to represent the number of shares of the Surviving Corporation's Common Stock or Preferred Stock, respectively, into which such shares of Medicode-Utah Common Stock or Preferred Stock, as the case may be, were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock or Preferred Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock or Preferred Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of Medicode-Utah so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of the Surviving Corporation's stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of the Surviving Corporation that such tax has been paid or is not payable.

IV. GENERAL

4.1 Covenants of Medicode-Delaware. Medicode-Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:

(a) Qualify to do business as a foreign corporation in the State of Utah and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Sections 16-10a-1508 and 16-10a-1511 of the Utah Business Corporations Act.

(b) Take such other actions as may be required by the Utah Business Corporations Act.

4.2 Further Assurances. From time to time, as and when required by Medicode-Delaware or by its successors or assigns, there shall be executed and delivered on behalf of Medicode-Utah such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Medicode-Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Medicode-Utah and otherwise to carry out the purposes of this Agreement, and the officers and directors of Medicode-Delaware are fully authorized in the name and on behalf of Medicode-Utah or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Medicode-Utah or of Medicode-Delaware, or of both, notwithstanding the approval of this Agreement by the shareholders of Medicode-Utah or by the sole stockholder of Medicode-Delaware, or by both.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretaries of State of the States of Utah and Delaware, provided however that such amendment be in compliance with the requirements of the Delaware General Corporation Law and the Utah Business Corporations Act.

4.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801 and The Corporation Trust Company is the registered agent of the Surviving Corporation at such address.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 5225 Wiley Post Way, Suite 500, Salt Lake City, Utah 84116, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the Utah Business Corporations Act.

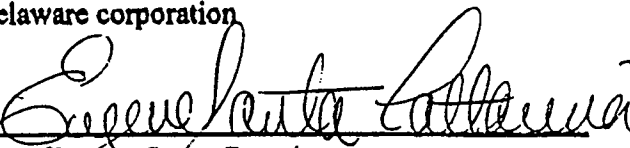
4.8 ETFTA Notification.

(a) On the Effective Date of the Merger, Medicode-Utah shall deliver to Medicode-Delaware, as agent for the shareholders of Medicode-Utah, a properly executed statement (the "Statement") substantially in the form attached hereto as Exhibit A. Medicode-Delaware shall retain the Statement for a period of not less than seven years and shall, upon request, provide a copy thereof to any person that was a shareholder of Medicode-Utah immediately prior to the Merger. In consequence of the approval of the Merger by the shareholders of Medicode-Utah, (i) such shareholders shall be considered to have requested that the Statement be delivered to Medicode-Delaware as their agent and (ii) Medicode-Delaware shall be considered to have received a copy of the Statement at the request of the Medicode-Utah shareholders for purposes of satisfying Medicode-Delaware's obligations under Treasury Regulation Section 1.1445-2(c)(3).

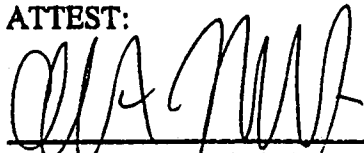
(b) Medicode-Utah shall deliver to the Internal Revenue Service a notice regarding the Statement in accordance with the requirements of Treasury Regulation Section 1.897-2(h)(2).

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of Medicode-Delaware and Medicode-Utah is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

MEDICODE (DELAWARE), INC.
a Delaware corporation

By: 
Eugene Santa Cattarina
President

ATTEST:


Christopher D. Mitchell
Assistant Secretary

MEDICODE, INC.
a Utah corporation

By: 
Eugene Santa Cattarina
President

ATTEST:

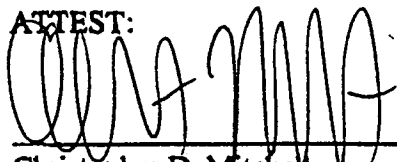

Christopher D. Mitchell
Assistant Secretary

EXHIBIT A

_____, 1997

TO THE SHAREHOLDERS OF MEDICODE, INC.

In connection with the reincorporation (the "Reincorporation") in Delaware of Medicode, Inc., a Utah corporation (the "Company"), pursuant to the Agreement and Plan of Merger (the "Agreement") dated as of _____, 1997 between the Company and Medicode (Delaware), Inc., a Delaware corporation and wholly-owned subsidiary of the Company ("Medicode-Delaware"), your shares of Company stock will be replaced by shares of stock in Medicode-Delaware.

In order to establish that (i) you will not be subject to tax under Section 897 of the Internal Revenue Code of 1986, as amended (the "Code"), in consequence of the Reincorporation and (ii) Medicode-Delaware will not be required under Section 1445 of the Code to withhold taxes from the Medicode-Delaware stock that you will receive in connection therewith, the Company hereby represents to you that, as of the date of this letter, shares of Company stock do not constitute a "United States real property interest" within the meaning of Section 897(c) of the Code and the regulations issued thereunder.

A copy of this letter will be delivered to Medicode-Delaware pursuant to Section 4.8 of the Agreement.

Under penalties of perjury, the undersigned officer of the Company hereby declares that, to the best knowledge and belief of the undersigned, the facts set forth herein are true and correct.

Sincerely,

Eugene Santa Cattarina
President

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MEDICODE, INC.
(Utah corporation)

OFFICERS' CERTIFICATE

Eugene Santa Cattarina and Christopher D. Mitchell hereby certify that:

1. They are the President and Assistant Secretary, respectively, of Medicode, Inc., a corporation organized under the laws of the State of Utah.

2. The corporation has authorized two classes of stock, designated "Common Stock" and "Preferred Stock." There are authorized 50,000,000 shares of Common Stock and 5,000,000 shares of Preferred Stock. Of the 5,000,000 shares of authorized Preferred Stock, 2,866,178 shares are designated as "Series A Preferred Stock."

3. There were 942,703 shares of Common Stock, and 2,739,613 shares of Series A Preferred Stock outstanding as of the record date of the shareholders' approval of the Agreement and Plan of Merger attached hereto (the "Merger Agreement").

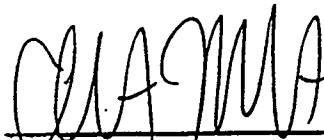
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares of each class and series of stock which equaled or exceeded the vote required.

5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of outstanding shares of Common Stock, and more than 50% of the votes entitled to be cast by holders of outstanding Preferred Stock, each voting as a separate class.

We further declare under penalty of perjury under the laws of the States of Delaware and Utah that we have read the foregoing certificate and know the contents thereof and that the same is true and correct of our own knowledge.

Executed at Salt Lake City, Utah on November 17, 1997.


Eugene Santa Cattarina, President


Christopher D. Mitchell
Assistant Secretary

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MEDICODE (DELAWARE), INC.
(Delaware corporation)

OFFICERS' CERTIFICATE

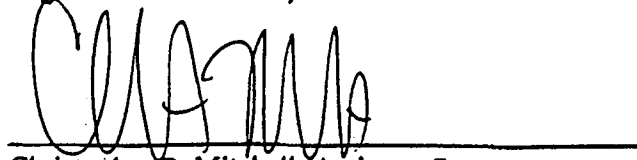
Eugene Santa Cattarina and Christopher D. Mitchell hereby certify that:

1. They are the President and Assistant Secretary, respectively, of Medicode (Delaware), Inc., a corporation organized under the laws of the State of Delaware.
2. The corporation has authorized two classes of stock, designated "Common Stock" and "Preferred Stock." There are authorized 50,000,000 shares of Common Stock and 7,866,178 shares of Preferred Stock. Of the authorized shares of Preferred Stock, 2,866,178 shares are designated as "Series A Preferred Stock."
3. There were 1,000 shares of Common Stock and no shares of Preferred Stock outstanding and entitled to vote on the Agreement and Plan of Merger attached hereto (the "Merger Agreement").
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares of each class and series of stock which equaled or exceeded the vote required.
5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of outstanding shares of Common Stock.

We further declare under penalty of perjury under the laws of the States of Delaware and Utah that we have read the foregoing certificate and know the contents thereof and that the same is true and correct of our own knowledge.

Executed at Salt Lake City, Utah on November 17, 1997.


Eugene Santa Cattarina, President


Christopher D. Mitchell, Assistant Secretary

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