

OMB No. 0651-0011 (exp. 4/94)



To the Honorable Commissioner of Patents and Trademarks

thereof.

101326183

1. Name of conveying party(ies):
United Healthcare Corporation

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- Individual(s)
- General Partnership
- Corporation-Minnesota
- Other

- Association
- Limited Partnership

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

3-22-00

2. Name and address of receiving party(ies)

Name: UnitedHealth Group Incorporated

Internal Address: _____

Street Address: 9900 Bren Road East

City: Minnetonka State: MN ZIP: 55343

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-Minnesota
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 1, 2000

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

A. Trademark Application No.(s)

75/220,220; 75/320,172; 75/485,187; 75/568,512; 75/579,324;
75/705,748; 75/752,812; 75/752,813; 75/752,814; 75/706,143;
75/706,169; 75/709,337; 75/709,377; 75/712,638

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Joshua J. Burke

Internal Address: Dorsey & Whitney LLP

Street Address: 220 South Sixth Street

City: Minneapolis State: MN ZIP 55402

6. Total Number of applications and registrations involved: _____

14

7. Total fee (37 CFR 3.41). \$ 365.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
04-1420

(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.

Joshua J. Burke
Name of person Signing

Signature

March 22, 2000
Date

Total number of pages comprising cover sheet: _____

1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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02 FC:482 325.00 OP

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

**MN: UNITED HEALTHCARE CORPORATION
MN: UNITEDHEALTH GROUP INCORPORATED**

State of Formation and Name of Surviving Entity:

MN: UNITED HEALTHCARE CORPORATION

Effective Date of Merger: March 6, 2000

Name of Surviving Entity After Effective Date of Merger:

UNITEDHEALTH GROUP INCORPORATED

This certificate has been issued on: March 1, 2000



Mary Kiffmeyer
Secretary of State.

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**ARTICLES OF MERGER
OF
UNITEDHEALTH GROUP INCORPORATED
INTO
UNITED HEALTHCARE CORPORATION**

Pursuant to Section 302A.621 of the Minnesota Statutes, the undersigned corporations execute the following articles of merger:

FIRST: The names of the corporations participating in the merger and the States under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
United HealthCare Corporation	Minnesota
UnitedHealth Group Incorporated	Minnesota

SECOND: The name of the surviving corporation is UnitedHealth Group Incorporated and the Articles of Incorporation of the surviving corporation are to be amended by virtue of the merger provided for in this Agreement by amending Article I of the Articles of Incorporation, as follows:

"1.

The name of this corporation is UnitedHealth Group Incorporated."

THIRD: The following plan of merger was approved by the affirmative vote of a majority of the directors present at a meeting of the Board of United HealthCare Corporation and by written action of the Board of Directors of UnitedHealth Group Incorporated:

**AGREEMENT AND PLAN OF MERGER
BETWEEN
UNITEDHEALTH GROUP INCORPORATED
INTO
UNITED HEALTHCARE CORPORATION**

This AGREEMENT AND PLAN OF MERGER, is made as of March 1, 2000, between UnitedHealth Group Incorporated ("UHG"), a Minnesota corporation, and United HealthCare Corporation ("UHC"), a Minnesota corporation (UHG and UHC hereinafter collectively referred to as "Constituent Corporations").

WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and in the best interest of the Constituent Corporations and their shareholders that UHG be merged with and into UHC (the "Merger").

NOW, THEREFORE, the Constituent Corporations hereby agree as follows:

1. The Merger shall be in accordance with §302A.621 of the Minnesota Business Corporation Act.
2. That the Effective Date hereof shall be March 6, 2000.
3. Upon the Effective Date, UHG shall be merged with and into UHC and UHC shall be the Surviving Corporation.
4. Upon the Effective Date, the separate existence of UHG shall cease and all the property, rights, privileges, immunities and franchises of UHG and all of the property, real, personal and mixed, and all the debts due on whatever account to UHG, as well as all stock subscriptions and other causes in action belonging to UHG, and the title to all real estate vested in UHG shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation. The Surviving Corporation is responsible and liable for all the liabilities and obligations, including the rights and

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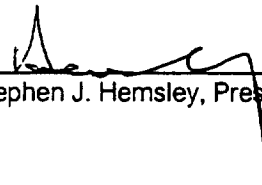
obligations under the agreements of UHG. A claim by or against or a pending proceeding by or against UHG may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in place of UHG. Neither the rights of creditors nor any liens upon the property of UHG are impaired by the Merger.

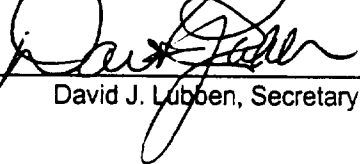
5. From and after the Effective Date and until further amended in accordance with the Minnesota Business Corporation Law, the Articles of Incorporation of UHC in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation.
6. The directors and officers of UHC in office immediately prior to the Effective Date shall, from and after the Effective Date, be the directors and officers of the Surviving Corporation. Directors and officers will serve until their respective successors are duly appointed or elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.
7. All of the outstanding shares of UHG common stock are owned by UHC. On the Effective Date, the shares of UHG will not be converted into shares of the Surviving Corporation, but instead shall be canceled (along with the certificates representing the same) and all rights in respect thereof shall thereupon cease to exist.
8. All of the outstanding shares of UHC common stock shall remain common stock of the Surviving Corporation and all rights in respect of such shares shall remain in full effect. On the Effective Date, all new shares issued going forward shall bear the name of UnitedHealth Group Incorporated.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement and Plan of Merger as of the date written above.

UNITED HEALTHCARE CORPORATION

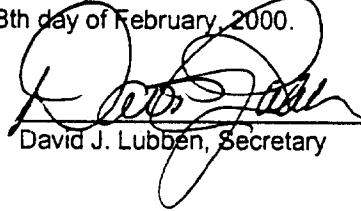
UNITED HEALTH GROUP INCORPORATED

By 
Stephen J. Hemsley, President

By 
David J. Lubben, Secretary

SECRETARY'S CERTIFICATION

David J. Lubben, being the Secretary of both United HealthCare Corporation., a Minnesota corporation, and UnitedHealth Group Incorporated, a Minnesota corporation, pursuant to Minnesota Statute §302A.621 does hereby certify that the Boards of Directors of both corporations voted unanimously to approve and adopt the attached Agreement and Plan of Merger on the 8th day of February, 2000.

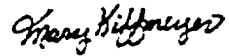

David J. Lubben, Secretary

STATE OF MINNESOTA
FILED

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STATE OF MINNESOTA)
)ss.
COUNTY OF HENNEPIN)

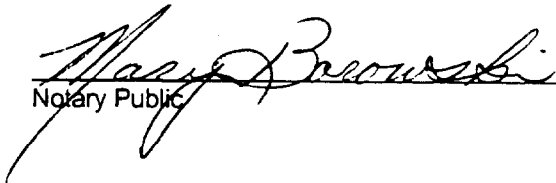
ACKNOWLEDGMENT


Secretary of State

On this 1st day March, 2000, personally came before me, a Notary Public for the State of Minnesota, David J. Lubben, known to me personally to be the Secretary of United HealthCare Corporation and UnitedHealth Group Incorporated and acknowledged said Agreement and Plan of Merger and the Secretary's Certification of the same to be the act and deed of the signers and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and year aforesaid.




Notary Public

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