

05-31-2002



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To the Honorable Commissioner of Patents and Trademarks, U.S. Department of Commerce, Washington, D.C. 20531, for the recording of original documents or copy thereof.

1. Name of conveying party(ies):
MID ATLANTIC PSYCHIATRIC SERVICES, INC.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State OF MARYLAND
 Other 5-22-02
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: ALLIANCE PPO, LLC
Internal Address: _____
Street Address: 4 TAFT COURT MAY 7 2002
City: ROCKVILLE State: MD Zip: 20850
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other LIMITED LIABILITY COMPANY OF MARYLAND
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 Merger
 Security Agreement Change of Name
 Other _____
Execution Date: DECEMBER 29, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1758734

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed.
Name: Mark R. Leslie, Esq.
Internal Address: Kirkpatrick & Lockhart LLP
Henry W. Oliver Building
Street Address: 535 Smithfield Street
City: Pittsburgh State: PA Zip: 15222

6. Total number of applications and registrations involved:..... 1

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

11-1110

(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.

Mark R. Leslie

Name of Person Signing

Signature

5/21/02

Date

Total number of pages including cover sheet, attachments, and document: 5

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40.00

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

PI-853539 v1 0302584-0007

TRADEMARK
REEL: 002516 FRAME: 0222

Handwritten: X, 1, 100

Handwritten: File as 1-1-1 at 12:01pm

Vertical stamp: 040010

ARTICLES OF MERGER

MERGING

MID ATLANTIC PSYCHIATRIC SERVICES, INC.
(a Corporation of the State of Maryland)

INTO

ALLIANCE PPO, LLC
(a Limited Liability Company of the State of Maryland)

FIRST: Mid Atlantic Psychiatric Services, Inc., a corporation organized and existing under the laws of the State of Maryland ("Merging Company"), and Alliance PPO, LLC a limited liability company organized and existing under the laws of the State of Maryland ("Survivor"), agree that Merging Company shall be merged into said Survivor. The terms and conditions of the merger and the mode of carrying the same into effect are as set forth in these Articles of Merger.

SECOND: Survivor shall survive the merger described in these Articles of Merger (the "Merger") under the laws of the State of Maryland and shall continue under the name "Alliance PPO, LLC."

THIRD: The names of the parties to the Merger are Mid Atlantic Psychiatric Services, Inc. and Alliance PPO, LLC.

FOURTH: No amendments to the Articles of Organization of the Survivor are to be effective as part of the Merger.

FIFTH: The principal office of Merging Company is located in the County of Montgomery, State of Maryland. The principal office of Survivor is 4 Taft Court, Rockville, Maryland, located in the County of Montgomery, State of Maryland.

The Merging Company does not own property in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records of Montgomery County or any other county in Maryland.

SIXTH: The name and address of the resident agent of Survivor is Sharon Pavlos, 4 Taft Court, Rockville, Maryland 20850.

SEVENTH: Merging Company has authority to issue One Hundred (100) shares of Common Stock of the par value of One Cent (\$.01) per share having an aggregate par value of One Dollar (\$1.00). Survivor has one class of limited liability company member interests. The members of the Survivor own 100% of the total member interests of Survivor. These

STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 1/1/01
BY: [Signature]
This stamp replaces our previous certification system. Effective: 6/95
Custodian

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Articles of Merger make no change in the capitalization of Survivor or any other amendment to its Articles of Organization or operating agreement.

EIGHTH. The manner and basis of converting the Common Stock of Merging Company into member interests of the Survivor shall be as follows:

Upon the Effective Date of the Merger, all of the issued and outstanding shares of Common Stock of Merging Company shall by virtue of the Merger and without any action on the part of any holder thereof, be canceled and extinguished and converted into the right to receive ten (10) shares of Common Stock of MAMSI Life and Health Insurance Company. Each issued share of common stock of Merging Company that is not outstanding shall, upon the effective date of the Merger, by virtue of the Merger, be canceled and extinguished without payment of any consideration. Each stockholder of the Merging Company shall be required to take no further action on the effective date to entitle such stockholder to his shares of Common Stock of MAMSI Life and Health Insurance Company.

Each member interest of Survivor which is issued and outstanding on the Effective Date shall remain issued and outstanding as one member interest of Survivor.

NINTH: Upon the effective date of the Merger, the separate existence of the Merging Company shall cease and the Survivor shall own and possess all of the property, rights, privileges and franchises of whatever nature and description of the Merging Company without further act or deed. Notwithstanding the foregoing, confirmatory deeds or other like instruments, when deemed desirable to evidence such transfer, vesting or devolution of any property, rights, privileges or franchises, may, at any time or from time to time, be made and delivered in the name of the Merging Company by the last acting officers thereof, or by the corresponding officers of the Survivor.

Upon the effective date of the Merger, the Survivor shall be liable for all of the debts and obligations of the Merging Company and any claim existing or action or proceeding pending by or against it may be prosecuted to judgement or decree as if the Merger had not taken place. The rights of creditors of the Merging Company shall in no way be impaired by the Merger.

TENTH: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by Merging Company and Survivor in the manner and by the vote required by (a) the articles of incorporation of Merging Company and (b) the articles of organization or operating agreement of Survivor, and, in each case, by the laws of the State of Maryland. By unanimous written consent dated December 1, 2000, the proposed Merger and these Articles of Merger were approved by the sole member of the Survivor, as required by the laws of the State of Maryland. The Board of Directors of Merging Company, by unanimous written consent dated December 1, 2000, adopted a resolution declaring that the Merger substantially upon the terms and conditions set forth in

these Articles of Merger was advised, authorized and approved and directed the submission of these Articles of Merger to the stockholder of the Merging Company for approval by unanimous written consent. These Articles of Merger were approved by the stockholder of Merging Company by unanimous written consent, as required by the Charter of the Merging Company and the laws of the State of Maryland.

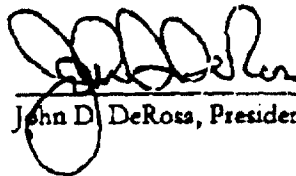
ELEVENTH: The Merger shall become effective in accordance with the laws of the State of Maryland at 12:01 a.m. on January 1, 2001.

IN WITNESS WHEREOF, Merging Company, the corporation party to the Merger, has caused these Articles of Merger to be signed in its corporate name and on its behalf by its President and witnessed or attested to by its Secretary; and Survivor, a party to the Merger, has caused these Articles of Merger to be signed in its name and on its behalf by its sole member, MAMSI Life and Health Insurance Company, all as of the 29th day of December, 2000. Each officer signing this document acknowledges it to be the corporate act of his or her respective corporation or limited liability company and that, to the best of his or her knowledge, information and belief, all matters and facts set forth herein with respect to the authorization and approval of the foregoing Articles are true in all material respects and that this verification is made under the penalties of perjury.

ATTEST:

MID ATLANTIC PSYCHIATRIC SERVICES, INC.

 (SEAL)
Sharon C. Pavlos, Secretary

By:  (SEAL)
John D. DeRosa, President

ALLIANCE PPO, LLC

By: MAMSI Life and Health Insurance Company, its sole member

 (SEAL)
Sharon C. Pavlos, Secretary

By:  (SEAL)
Thomas P. Barbera, President