

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/17/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CHFA, Inc.		08/17/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Performax Holding Corp.
Street Address:	1 South Street
Internal Address:	10th Floor
City:	Baltimore
State/Country:	MARYLAND
Postal Code:	21202
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	76447339	PERFORMAX PROVIDER NETWORK
Serial Number:	76447338	PERFORMAX FINANCIAL MANAGER
Serial Number:	75741508	PERFORMAX
Serial Number:	76354936	MAX
Serial Number:	76354935	PERFORMAX ENROLLMENT IN A FLASH
Serial Number:	76447433	PERFORMAX PLAN ADMINISTRATOR
Serial Number:	76447343	PERFORMAX CARE MANAGER
Serial Number:	76447323	PERFORMAX CONNECTION
Serial Number:	75741533	PERFORMAX
Serial Number:	76447342	THE LAST HEALTH CARE PROGRAM YOU'LL EVER NEED
Serial Number:	76447322	PERFORMAX PLAN BUILDER
Serial Number:	76098262	MYPERFORMAX.COM

CH \$390.00 76447339

Serial Number:	75686191	MAX
Serial Number:	76447340	PERFORMAX PRESCRIPTION MANAGER
Serial Number:	75686190	MAXIMUM ASSURANCE XPERTS

CORRESPONDENCE DATA

Fax Number: (212)492-0562
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 373-3562
Email: menakaplan@paulweiss.com, alee@paulweiss.com
Correspondent Name: Menachem Kaplan
Address Line 1: 1285 Ave. of the Americas
Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	17004-001
NAME OF SUBMITTER:	Menachem Kaplan
Signature:	/Menachem Kaplan/
Date:	02/08/2007

Total Attachments: 3
source=performax 5#page1.tif
source=performax 5#page2.tif
source=performax 5#page3.tif

Delaware

PAGE 1

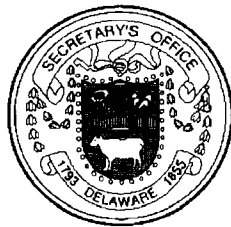
The First State

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:

"CHFA, INC.", A DELAWARE CORPORATION,
WITH AND INTO "PERFORMAX HOLDING CORP." UNDER THE NAME OF "PERFORMAX HOLDING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF AUGUST, A.D. 2006, AT 4:24 O'CLOCK P.M.

2922713 8100M

070097874



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5391636

DATE: 01-29-07

TRADEMARK
REEL: 003478 FRAME: 0362

CERTIFICATE OF OWNERSHIP AND MERGER

OF

CHFA, INC.
(a Delaware corporation)

INTO

PERFORMAX HOLDING CORP.
(a Delaware corporation)

(Pursuant to Section 253 of the
Delaware General Corporation Law)

It is hereby certified that:

1. Performax Holding Corp. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of the stock of CHFA, Inc., which is also a business corporation of the State of Delaware.

3. On August 17, 2006, the Board of Directors of the Corporation duly adopted the following resolutions to merge CHFA, Inc. into the Corporation:

RESOLVED, that CHFA, Inc. be merged into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of CHFA, Inc. be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by CHFA, Inc. in its name.

RESOLVED, that the Corporation shall assume all of the obligations of CHFA, Inc., including, without limitation, the obligations of CHFA, Inc. under the currently outstanding Common Stock Purchase Warrants issued as of April 23, 2001 to a certain financial institution.

RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

[Remainder of Page Intentionally Left Blank]

NYDOCS/1256878.1

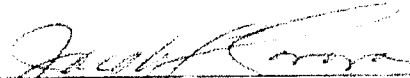
State of Delaware
Secretary of State
Division of Corporations
Delivered 04:55 PM 08/17/2006
FILED 04:24 PM 08/17/2006
SRV 060772256 - 3800704 FILE

TRADEMARK
REEL: 003478 FRAME: 0363

RESOLVED, that each of the officers of the Corporation is hereby authorized and directed to execute any documents or take any such actions, in the name and on behalf of the Corporation, which in the opinion of such officer are necessary or appropriate to carry out the intent of the foregoing resolutions.

Executed on August 17, 2006.

PERFORMAX HOLDING CORP.

By: 

Jacob L. Canova, President