

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/31/2009		
<b>CONVEYING PARTY DATA</b>			
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>
	UnitedHealthcare Alliance, Inc.		08/31/2009
			<b>Entity Type</b>
			CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	United HealthCare Services, Inc.		
<b>Street Address:</b>	9900 Bren Road East		
<b>City:</b>	Minnetonka		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55343		
<b>Entity Type:</b>	CORPORATION: MINNESOTA		
<b>PROPERTY NUMBERS Total: 3</b>			
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
	Registration Number:	1967622	UNITEDHEALTHCARE
	Registration Number:	2153584	MEDICARE COMPLETE
	Registration Number:	2248887	UNITEDHEALTH PASSPORT
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(512)536-4598		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	612-321-2800		
<b>Email:</b>	aotrademark@fulbright.com		
<b>Correspondent Name:</b>	T. Kenny/Fulbright & Jaworski L.L.P.		
<b>Address Line 1:</b>	600 Congress Avenue, Suite 2400		
<b>Address Line 2:</b>	c/o Trademark Docketing Dept.		
<b>Address Line 4:</b>	Austin, TEXAS 78701		
<b>ATTORNEY DOCKET NUMBER:</b>	UHGO:073/:078 UHGC:066		

OP \$90.00 1967622

**900145191**

**TRADEMARK  
 REEL: 004077 FRAME: 0424**

NAME OF SUBMITTER:	Timothy M. Kenny
Signature:	/Timothy M. Kenny/
Date:	10/13/2009
Total Attachments: 6 source=Certificate of Merger#page1.tif source=Certificate of Merger#page2.tif source=Certificate of Merger#page3.tif source=Certificate of Merger#page4.tif source=Certificate of Merger#page5.tif source=Certificate of Merger#page6.tif	

2M-698

State of Minnesota

**SECRETARY OF STATE**

*Certificate of Merger*

*I, Mark Ritchie, 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.*

*Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A*

*State of Formation and Names of Merging Entities:*

*DE: UNITED HEALTHCARE ALLIANCE, INC.  
MN: UNITED HEALTHCARE SERVICES, INC.*

*State of Formation and Name of Surviving Entity:*

*MN: UNITED HEALTHCARE SERVICES, INC.*

*Effective Date of Merger: August 31, 2009 11:59 p.m.*

*Name of Surviving Entity After Effective Date of Merger:*

*UNITED HEALTHCARE SERVICES, INC.*

*This certificate has been issued on: August 31, 2009*



*Mark Ritchie*  
Secretary of State.

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REEL: 004077 FRAME: 0426

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ARTICLES OF MERGER  
OF  
UNITEDHEALTHCARE ALLIANCE, INC.  
INTO  
UNITED HEALTHCARE SERVICES, INC.

Pursuant to the provisions of the Minnesota Business Corporation Act, the undersigned corporations, adopt the following articles of merger:

The plan of merger is as follows:

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

<u>Name of Corporation</u>	<u>State of Domicile</u>
United HealthCare Services, Inc.	Minnesota
UnitedHealthcare Alliance, Inc.	Delaware

SECOND: The laws of the State of Delaware, under which UnitedHealthcare Alliance, Inc. (the non-surviving corporation) is incorporated, permits such merger.

THIRD: The name of the surviving corporation is United HealthCare Services, Inc. and such corporation is to be governed by the laws of the State of Minnesota. ✓

FOURTH: The Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit A, has been approved by each constituent pursuant to Chapter 302A.613 of the Minnesota Statutes.

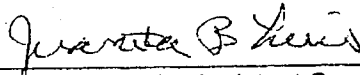
FIFTH: The secretary of state is irrevocably appointed as its agent to accept service of process in any such proceeding; and the address to which process may be forwarded is United HealthCare Services, Inc., Attention Legal Department, 9900 Bren Road East, Minnetonka, Minnesota 55343.

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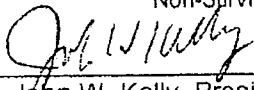
SIXTH: The merger shall become effective on August 31, 2009 at 11:59 p.m.

Date: August 31, 2009

**United HealthCare Services, Inc.**  
"Surviving Corporation"

BY   
Juanita B. Luis, Assistant Secretary

**UnitedHealthcare Alliance, Inc.**  
"Non-Surviving Corporation"

By   
John W. Kelly, President and CEO

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated this 31<sup>st</sup> day of August, 2009, pursuant to Section 302A.611 of the Minnesota Business Corporation Act and Section 252 of the General Corporation Law of Delaware, by and between, United HealthCare Services, Inc., a Minnesota corporation, and UnitedHealthcare Alliance, Inc., a Delaware corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation as hereinafter specified; and

WHEREAS, the registered office of United HealthCare Services, Inc. in the State of Minnesota is located at 100 South Fifth Street, Suite 1075, Minneapolis, Minnesota 55402 and the name of its registered agent at such address is C T Corporation System; and the registered office of UnitedHealthcare Alliance, Inc., in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, and the name of its registered agent at such address is The Corporation Trust Company;

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements, and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

FIRST, United HealthCare Services, Inc. hereby merges with its affiliate, UnitedHealthcare Alliance, Inc. and said UnitedHealthcare Alliance, Inc. shall be and hereby is merged, pursuant to the procedures in Section 368 of the Internal Revenue Code, into United HealthCare Services, Inc., which shall be the surviving corporation.

SECOND, the Articles of Incorporation of United HealthCare Services, Inc., which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD, the manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) UnitedHealthcare Alliance, Inc. has 100 outstanding shares, \$0.01 par value, all of which are owned by UnitedHealth Group Incorporated. On the effective date of this Merger, they will not be converted into shares of the surviving corporation, but instead they shall be canceled (along with the certificates

representing the same) and all rights in respect thereof shall thereupon cease to exist.

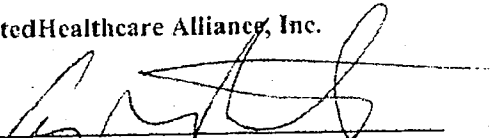
- (b) United HealthCare Services, Inc. has 1,000 outstanding shares, par value \$1.00 per share, all of which are owned by UnitedHealth Group Incorporated. On the effective date of the Merger, the shares of United HealthCare Services, Inc. shall continue to be the shares of the surviving corporation.

FOURTH, the terms and conditions of the merger are as follows:

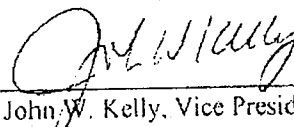
- (a) The bylaws of the surviving corporation as they shall exist on the effective date of this Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.
- (c) The merger shall have a future effective date of August 31, 2009 at 11:59 p.m.
- (d) Upon the merger becoming effective, all the property, rights, goodwill, privileges, franchises, patents, trademarks, licenses, registrations and other assets and liabilities of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instructs and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and that fact having been certified on said Agreement and Plan of Merger by the Secretary or Assistant Secretary of each corporate party thereto, have caused this Agreement to be executed by the President and Vice President of each party hereto as the respective act, deed and agreement of each of said corporations, on the date set forth above.

UnitedHealthcare Alliance, Inc.

By:   
Apur Patel, Vice President

United HealthCare Services, Inc.

By:   
John W. Kelly, Vice President, Tax Services

CERTIFICATION

I, Juanita B. Luis, the Assistant Secretary of United HealthCare Services, Inc., a corporation organized and existing under the laws of the State of Minnesota, and Secretary of UnitedHealthcare Alliance, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify under penalties of perjury, as such Secretary and Assistant Secretary, that the Agreement and Plan of Merger to which this Certificate is attached, was duly signed on behalf of both corporations and was duly adopted pursuant to Section 302A.613 of the Minnesota Statutes and pursuant to Section 252 of the General Corporate Law of Delaware, by the unanimous written consent of the Board of Directors of each corporation on August 31, 2009, and also by the unanimous written consent of the shareholder of each corporation on August 31, 2009.

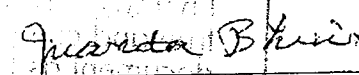
WITNESS my hand on this 31<sup>st</sup> day of August 2009.

STATE OF MINNESOTA  
DEPARTMENT OF STATE

FILED

AUG 31 2009

Mark Ritchie  
Secretary of State

  
Juanita B. Luis  
Assistant Secretary, United HealthCare Services, Inc.  
Secretary, UnitedHealthcare Alliance, Inc.

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