

02-09-1999



EY DOCKET NO. 58741/69729

To the Honorable Commissioner of Patents

100960788

ed original documents or copy thereof.

1. Name of conveying party(ies):

Interactive Medical Information, Inc.
P. O. Box 14549
Monroe, LA 71207-4549

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Texas
- Other _____

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

3. Nature of conveyance:

1-13-99

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other: _____

Execution Date: May 4, 1990

2. Name and address of receiving party(ies):

Name: Matrix Plus, Inc.

Internal Address: _____

Street Address: 1401 Hudson Lane, Suite 237

City Monroe State LA ZIP 71201

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Texas
- Other _____



01-13-1999
U.S. Patent & TMO/TM Mail Rcpt Dt. #47

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment).

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

02/08/1999 SBURNS 00000238 1702887

01 FC:481
02 FC:482

40.00 DP
25.00 DP

Additional numbers attached?

Yes No

B. Trademark registration No.(s)

1,702,887 issued July 28, 1992

1,719,185 issued September 22, 1992

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

Name: Kristin Jordan Harkins

Internal Address: LOCKE LIDDELL & SAPP LLP

Street Address: 2200 Ross Avenue, Suite 2200

City Dallas State Texas ZIP 75201

6. Total number of applications and registrations involved: -2-

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed
- Authorized to be charged to deposit account.

8. Deposit account number: 12-1781

(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.

65E

Kristin Jordan Harkins
Name of Person Signing

Kristin Jordan Harkins
Signature

January 13, 1999
Date

Total number of pages including cover sheet, attachments, and document: -11-



The State of Texas

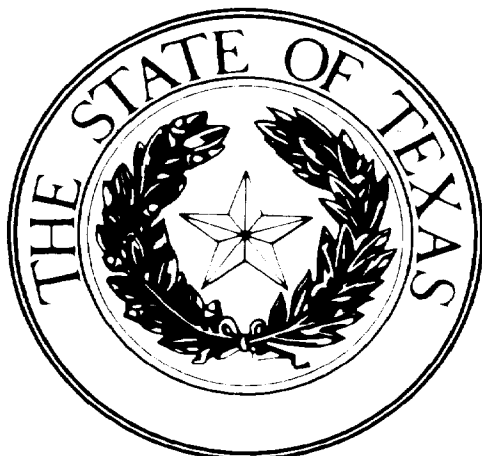
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

MATRIX PLUS, INC.
FORMERLY: INTERACTIVE MEDICAL INFORMATION, INC.
CHARTER #736120-00

ARTICLES OF AMENDMENT

MAY 4, 1990



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on January 8, 1999.

A handwritten signature in cursive script, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales
Secretary of State

PH

TRADEMARK

REEL: 1851 FRAME: 0211

FILED
In the Office of the
Secretary of State of Texas

MAY 4 1990

Corporations Section

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
INTERACTIVE MEDICAL INFORMATION, INC.
BY ITS SHAREHOLDERS**

Pursuant to the provisions of Articles 4.04 of the Texas Business Corporation Act, Interactive Medical Information, Inc., (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. **Name.** The name of the corporation is Interactive Medical Information, Inc.

2. **Amendments.** The following amendments to the Corporation's Articles of Incorporation were adopted by its shareholders at the 1990 Annual Meeting of Shareholders held on April 6, 1990:

a. Articles I, III, IV, IX, X and XIII are hereby amended in their entirety and the full text of such articles, as amended, is as follows:

**ARTICLE I
NAME**

The name of the corporation is Matrix Plus, Inc.

**ARTICLE III
PURPOSES**

The purposes for which the Corporation is organized are:

A. To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of indebtedness any government or subdivision or agency thereof, documents of title and accompanying rights, and every other kind and character of personal property, real property (improved or

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unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, characters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners and holders thereof.

B. To establish, maintain and conduct any sales, service or merchandising business in all its aspects for the purpose of selling, purchasing, licensing, renting, leasing, operating, franchising, and otherwise dealing with personal services, instruments, machines, appliances, inventions, trademarks, trade names, patents, privileges, processes, improvements, copyright and personal property of all kinds and descriptions.

C. To serve as manager, consultant, representative, agent or advisor for other persons, associations, corporations, partnerships and firms.

D. To purchase, take, receive, lease or otherwise acquire, own, hold, use, improve and otherwise deal in and with, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of liens, real estate, real property, chattels real and estates, interests, and rights and equities of all kinds of lands; to engage in the business of managing, supervising and operating real property, buildings and structures to negotiate and consummate for itself or for others leases with respect to such properties, to enter into contracts and arrangements either as principal or as agent for the maintenance, repair and improvement of any property managed, supervised, or operated by the Corporation; and to engage in and conduct or authorize, license and permit others to engage in and conduct any business or activity incident, necessary, advisable or advantageous to the ownership of property, buildings, and the structures, managed, supervised or operated by the Corporation.

E. To enter into or become an associate, member, shareholder, or partner in any firm, association, partnership (whether limited, general or otherwise), company, joint stock company, syndicate or corporation, domestic or foreign, formed or to be formed to accomplish any lawful purpose, and to allow or cause the title to any estate, right or interest in any property (whether real, personal or mixed), owned, acquired, controlled, or operated by or in which the Corporation has an interest, to remain or be vested or registered in the name of or operated by any firm, association, partnership (whether limited, general or otherwise),

company, joint stock company, syndicate, or corporation, domestic or foreign, formed to accomplish any of the purposes enumerated herein.

F. To acquire the goodwill, rights, assets and property, and to undertake or assume the whole, or any part of, the obligations for liabilities of any person, firm, association or corporation.

G. To hire and employ agents, servants, and employees, to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, factor, or otherwise, either alone or in company with others.

H. To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, including its employees, officers and directors if such aid reasonably may be expected to benefit, directly or indirectly, the corporation.

I. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

J. To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to have and to exercise all powers conferred by the laws of the State of Texas on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

K. To transact any business and to do and perform any and all acts and things authorized by Article 2.02 of the Texas Business Corporation Act, as amended, or which may be authorized in the future by amendment thereto.

L. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall not, except where otherwise stated, be limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed

distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

**ARTICLE IV
MAJORITY VOTE**

With respect to any matter for which the affirmative vote of the holders of a specified portion of the shares of the Corporation entitled to vote is required by the Texas Business Corporation Act, the act of the shareholders on that matter shall be the affirmative vote of the holders of a majority of the shares entitled to vote on that matter, rather than the affirmative vote otherwise required by the Texas Business Corporation act.

**ARTICLE IX
INDEMNIFICATION**

The Corporation may indemnify any person made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he or she, his or her testator, or intestate, is or was a director, officer, or employee of the Corporation, or of any Corporation which he or she served in such capacity at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense of the action, suit or proceeding or in connection with any appeal in it. This right of indemnification shall be more fully delineated in the Bylaws of the Corporation. The right to indemnification conferred by this Article shall not restrict the power of the Corporation to make any other type of indemnification permitted by law.

**ARTICLE X
LIMITATION ON LIABILITY**

A. No person shall be liable to the Corporation for any loss or damage suffered by the Corporation on account of any action taken or omitted to be taken by such person as a director, officer or employee of the Corporation in good faith, if, in the exercise of ordinary care, such person (i) relied upon financial statements of the Corporation represented to him or her to be correct by the president or the officer of the Corporation having charge of its books of account, or stated in a written report by an independent public or certified public account or firm of such accountants fairly to reflect the financial condition of the Corporation or considered the assets to be of their book value or (ii) relied upon the written opinion of an attorney for the Corporation.

B. Notwithstanding anything herein contained to the contrary, a director of the Corporation shall only be liable to the Corporation and its shareholders for monetary damages for an act or omission in the director's capacity as a director, for (i) a breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) any transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, (iv) any act or omission for which the liability of the director is expressly provided for by statutes, or (v) any act related to an unlawful stock repurchase or payment of a dividend.

C. In addition, to the fullest extent permitted by Texas decisional law, as it exists or may hereafter be interpreted, a director of the Corporation shall not be liable to the Corporation or its shareholders for any act or omission committed in such director's capacity as a director.

D. If the Texas Business Corporation Act, the Texas Miscellaneous Corporation Laws Act or any other applicable Texas statutes hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by such amended act. Any repeal or modification of this Article by the shareholders of the Corporation or adoption of any other provision of these Articles of Incorporation inconsistent with this Article shall be prospective only and shall not adversely affect any limitation on the liability to the Corporation or its shareholders of a director of the Corporation existing at the time of such repeal, modification or adoption of an inconsistent provision.

**ARTICLE XIII
REGISTERED OFFICE AND REGISTERED AGENT**

The post office address of the Corporation's registered office and the name of its registered agent at such address are:

Registered office: 3700 Renaissance Tower
1201 Elm Street
Dallas, Texas 75270

Registered agent: J. Richard Sanderson

b. New Articles XVI and XVII are hereby added to the Corporation's Articles of Incorporation and the full text of such new articles is as follows:

**ARTICLE XVI
ACTION BY SHAREHOLDERS**

Any action required by the Texas Business Corporation Act to be taken at any annual or special meeting of the shareholders of the Corporation, or any action which may be taken at any annual or special meeting of the shareholders of the Corporation, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and all such shares were voted.

**ARTICLE XVII
INSURANCE**

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against such liability by statute.

3. **Shares Outstanding.** The number of shares of the Corporation outstanding at the time of the adoption of the amendments was 247,772, and the number of shares entitled to vote on the amendments was 247,772.


4. **Approval of Amendments.** The number of shares voted for the amendments was 247,772. There were no shares voted against the amendments.

5. **Exchange, Reclassification or Cancellation.** The amendments in no way provide for an exchange, reclassification or cancellation of issued shares of the Corporation.

6. **Changes in Stated Capital.** The amendments in no way effect a change in the stated capital of the Corporation.

Dated April 6, 1990.

INTERACTIVE MEDICAL INFORMATION, INC.

By: 

W. E. Rutherford, M. D., President