

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HIP Foundation, Inc.		08/09/2007	Not for Profit 501(c)(3) Corporation: NEW YORK
RECEIVING PARTY DATA			
Name:	Emblemhealth, Inc.		
Street Address:	55 Water Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10041		
Entity Type:	Not for Profit 501(c)(3) Corporation: NEW YORK		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77016126	EMBLEM	
Serial Number:	77070579		
CORRESPONDENCE DATA			
Fax Number:	(212)806-2560		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-806-5400		
Email:	afisher@stroock.com, tm@stroock.com		
Correspondent Name:	Laura Goldbard George		
Address Line 1:	180 Maiden Lane		
Address Line 4:	New York, NEW YORK 10038-4982		
ATTORNEY DOCKET NUMBER:	261771/202		
NAME OF SUBMITTER:	Laura Goldbard George		
Signature:	/laura goldbard george/		

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Date:

08/07/2008

Total Attachments: 6

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STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
August 10, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

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Certificate of Amendment of the Certificate of Incorporation
of

EMBLEMHEALTH, INC.

Under Section 803 of the Not-for-Profit Corporation Law

It is hereby certified that:

FIRST: The name of the corporation is EmblemHealth, Inc. The name under which the corporation was formed was HIP Foundation, Inc.

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on November 21, 1995 under the Not-for-Profit Corporation Law.

THIRD: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law. After the amendment set forth below, which changes the purposes of the corporation, the corporation will remain a type B corporation.

FOURTH: The amendment of the certificate of incorporation of the corporation effected by this certificate of amendment is to change the purposes of the corporation. To accomplish the foregoing amendment, Article Fourth of the certificate of incorporation of the corporation, relating to the purposes of the corporation, is hereby amended to read as follows:

*FOURTH: The corporation is organized and at all times hereafter shall be operated (a) for the benefit of Health Insurance Plan of Greater New York, Inc. ("HIP-NY"), which is qualified as exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"), as required by and in a manner that satisfies Section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder, by promoting, supporting and furthering the educational, scientific, and charitable purposes (within the meaning of Section 170(c)(2) of the Code) of such entity, and (b) to take such other actions as are in furtherance of the purposes stated in clause (a) hereof, including but not limited to, (i) being a member of, and holding a direct or indirect interest in, Group Health Incorporated ("GHI") or any other not-for-profit corporations and their affiliates, or (ii) taking any other action with respect to, or engage in any other activity with, GHI or such other not-for-profit corporations and their affiliates that does not cause the corporation to violate Section 509(a)(3) of the Code such as engaging in activities in exchange for adequate compensation or providing loans to such organizations on an arms-length basis. If HIP-NY no longer qualifies as an organization deemed to be described in Section 509(a)(2) of the Code for purposes of Section 509(a)(3) of the Code or is no longer in existence, then the corporation shall operate in furtherance of the educational, scientific, and charitable purposes of one or more other organizations in the healthcare industry that are described in either Section 509(a)(1) or Section 509(a)(2) of the Code. Nothing herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Sections 404(b)

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through (w) of the Not-for-Profit Corporation Law without the consents required by Sections 404(b) through (w).

The corporation is empowered:

To take and hold any bequest, devise, gift, purchase, lease or otherwise, any property real or personal, without limitation as to value, insofar as the same may be held by a corporation organized under the Not-for-Profit Corporation Law;

To hold, maintain, use, convey, sell or dispose of such property and to invest, reinvest, administer, collect and receive the income and profits thereof, and expend the principal thereof and income therefrom in any manner as may be permitted by law and as, in the judgment of the Board of Directors, will best promote the purposes for which the corporation is organized;

To have in furtherance of these purposes, all of the powers conferred upon or permitted to corporations organized under the Not-for-Profit Corporation Law; and

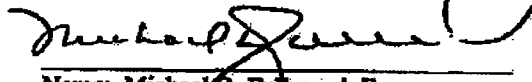
To do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes of the corporation."

FIFTH: The foregoing amendment of the certificate of incorporation of the corporation was authorized by the unanimous consent of the Board of Directors of the corporation at a meeting held on March 21, 2007. There are no members entitled to vote on this amendment.

SIXTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

Health Insurance Plan of Greater New York
55 Water Street
New York, New York 10041
Attention: Michael D. Fullwood, Esq.

IN WITNESS WHEREOF, the undersigned has executed and subscribed this certificate and affirm that the statements made herein are true under penalties of perjury this 1st day of May, 2007.


Name: Michael D. Fullwood, Esq.
Title: Treasurer

The undersigned has no objection to the granting of Judicial approval hereon and waives statutory notice.

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONFINED TO THE SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

by *Laura Werner*
ASSISTANT ATTORNEY GENERAL DATE
May 9 2007

ANDREW M. CUOMO
ATTORNEY GENERAL
STATE OF NEW YORK

by:

Date: _____

WILLIAM J. DAVIS

I, _____, a Justice of the Supreme Court of the State of

New York for the FIRST Judicial District do hereby approve of the foregoing

Certificate of Amendment of the Certificate of Incorporation of EMBLEM HEALTH, INC

and consent that the same be filed.

Date: MAY 23 2007

William J. Davis

J.S.C.

WILLIAM J. DAVIS

Index No.

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

In the Matter of the Application of
EMBLEMHEALTH, INC. for an Order, pursuant to
Not-for-Profit Corporation Law §804(a)(ii),
Approving the Certificate of Amendment of its
Certificate of Incorporation.

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

STROOCK & STROOCK & LAVAN LLP
Attorneys for EmblemHealth, Inc.

180 MAIDEN LANE
NEW YORK, NEW YORK 10038-4982
212 606 5400

PLEASE TAKE NOTICE

Clerk of Supreme Court

NOTICE OF
ENTRY

that the within is a (certified) true copy of a
entered in the office of the clerk of the within named Court on

20

NOTICE OF
SETTLEMENT

that an Order of which the within is a true copy will be presented for settlement to the Hon.
one of the judges of the within named Court,

at
on

20

, at

ML

Dated:

STROOCK & STROOCK & LAVAN LLP

Attorney for

070809000575

CERTIFICATE OF AMENDMENT

OF

EMBLEMHEALTH, INC.

Under Section 803 of the Not-for-Profit Corporation Law

JSI

100
STATE OF NEW YORK
DEPARTMENT OF STATE
AUG 09 2007

FILED
TAXS
BY: *[Signature]*
Newly

FILED BY:

STROOCK & STROOCK & LAVAN LLP
Suite 3520
180 Maiden Lane
New York, NY 10038-4982

Cust. Ref#046706JBA

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