

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CareWise, Inc.		08/27/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Health International Inc.
Street Address:	11405 Bluegrass Parkway
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40299
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5		
Property Type	Number	Word Mark
Registration Number:	1574030	CAREWISE
Registration Number:	2012144	BABYWISE
Registration Number:	2023280	CARESUPPORT
Registration Number:	2023281	LIVINGWISE
Registration Number:	2805695	

CORRESPONDENCE DATA	
Fax Number:	(502)581-1087
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	502-589-5400
Email:	cstewart@fbtlaw.com
Correspondent Name:	Cynthia L. Stewart Frost Brown Todd LLC
Address Line 1:	400 West Market Street
Address Line 2:	32nd Floor
Address Line 4:	Louisville, KENTUCKY 40202-3363

ATTORNEY DOCKET NUMBER:	CAREWISE MERGER
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NAME OF SUBMITTER:	Cynthia L. Stewart
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CH \$140.00 1574030

**Total Attachments: 3**

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# 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 MERGER, WHICH MERGES:

"CAREWISE, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "HEALTH INTERNATIONAL INC." UNDER THE NAME OF "HEALTH INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 2004, AT 12:13 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 2004, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE AND KENT COUNTY RECORDER OF DEEDS.



2122647 8100M

040634025

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3325987

DATE: 08-31-04

TRADEMARK  
REEL: 002951 FRAME: 0068

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:13 PM 08/31/2004  
FILED 12:13 PM 08/31/2004  
SRV 040634025 - 2122647 FILE

**CERTIFICATE OF MERGER  
MERGING  
CAREWISE, INC.  
WITH AND INTO  
HEALTH INTERNATIONAL INC.**

Pursuant to § 251 of the Delaware General Corporation Law (the "DGCL"), this Certificate of Merger relates to the merger (the "Merger") of CareWise, Inc., a Delaware corporation ("CareWise"), with and into Health International Inc., a Delaware corporation ("Health International"), which shall be the surviving corporation.

(1) The name and state of incorporation of each of the constituent corporations in the Merger are as follows:

- (i) CareWise, Inc., a Delaware corporation; and
- (ii) Health International Inc., a Delaware corporation

(2) The name of the surviving corporation is "Health International Inc."

(3) The certificate of incorporation of Health International shall be the certificate of incorporation of the surviving corporation.

(4) The executed Agreement of Merger is on file at the principal office of the surviving corporation at 11405 Bluegrass Parkway, Louisville, Kentucky 40299.

(5) A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of CareWise or Health International.

(6) The authorized capital stock of CareWise consists of 1,000 shares of Common Stock, par value \$0.01 per share.

(7) The Merger shall be effective on August 31, 2004 at 4:30 PM, Eastern Time.

(8) The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251(c).

TRADEMARK

REEL: 002951 FRAME: 0069

IN WITNESS WHEREOF, Health International has caused this Certificate of Merger to be executed by its duly authorized officer this 27th day of August, 2004.

HEALTH INTERNATIONAL INC.

By: David P. Haick  
Name: David P. Haick  
Title: Secretary

TRADEMARK