

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                |
|-----------------------|----------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER         |
| EFFECTIVE DATE:       | 03/31/2006     |

**CONVEYING PARTY DATA**

| Name                        | Formerly | Execution Date | Entity Type          |
|-----------------------------|----------|----------------|----------------------|
| Healthcare Dimensions, Inc. |          | 03/29/2006     | CORPORATION: ARIZONA |

**RECEIVING PARTY DATA**

|                 |                                   |
|-----------------|-----------------------------------|
| Name:           | Axia Health Management, Inc.      |
| Street Address: | 9280 South Kyrene Road, Suite 134 |
| City:           | Tempe                             |
| State/Country:  | ARIZONA                           |
| Postal Code:    | 85284                             |
| Entity Type:    | CORPORATION: DELAWARE             |

**PROPERTY NUMBERS Total: 13**

| Property Type        | Number   | Word Mark             |
|----------------------|----------|-----------------------|
| Serial Number:       | 78669963 | EARLY HEALTH          |
| Serial Number:       | 78553622 | HEALTHCARE DIMENSIONS |
| Serial Number:       | 78558742 |                       |
| Serial Number:       | 78600269 | PRIME                 |
| Serial Number:       | 78604410 | MORE                  |
| Serial Number:       | 78619013 | VITALITY              |
| Serial Number:       | 78619039 | VITALITY IS YOURS     |
| Serial Number:       | 78620915 | VITALITY BAROMETER    |
| Serial Number:       | 78600472 | ENGAGE                |
| Serial Number:       | 78776009 | SILVERSTARS           |
| Registration Number: | 2086072  | SILVERSNEAKERS        |
| Registration Number: | 2674857  | SILVERSPLASH          |
| Registration Number: | 2607937  | WALKSPORT             |

CH \$340.00 78669963

**TRADEMARK**

CORRESPONDENCE DATA

Fax Number: (617)523-6850  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 617 305 2140  
Email: george.tuttle@hklaw.com  
Correspondent Name: George W. Tuttle  
Address Line 1: 10 St. James Avenue  
Address Line 4: Boston, MASSACHUSETTS 02116

|                         |                  |
|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | 85399-1/AXIA     |
| NAME OF SUBMITTER:      | George W. Tuttle |
| Signature:              | /george tuttle/  |
| Date:                   | 08/22/2006       |

Total Attachments: 3  
source=hls51000#page1.tif  
source=hls51000#page2.tif  
source=hls51000#page3.tif

# Delaware

PAGE 1

*The First State*

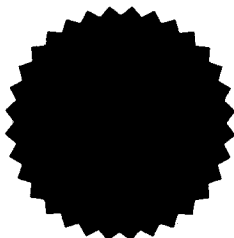
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HEALTHCARE DIMENSIONS, INC.", AN ARIZONA CORPORATION, WITH AND INTO "AXIA HEALTH MANAGEMENT, INC." UNDER THE NAME OF "AXIA HEALTH MANAGEMENT, 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 MARCH, A.D. 2006, AT 12:12 O'CLOCK P.M.

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

4133461 8100M

060306471



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4637280

DATE: 03-31-06

TRADEMARK

REEL: 003374 FRAME: 0694

CERTIFICATE OF OWNERSHIP AND MERGER

OF

HEALTHCARE DIMENSIONS, INC.

(an Arizona corporation)

into

AXIA HEALTH MANAGEMENT, INC.

(a Delaware corporation)

It is hereby certified that:

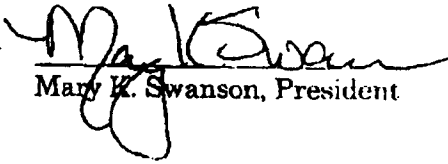
1. AXIA Health Management, Inc. [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Healthcare Dimensions, Inc., which is a business corporation of the State of Arizona.
3. The laws of the jurisdiction of organization of Healthcare Dimensions, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Healthcare Dimensions, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on March 28, 2006 by the Board of Directors of the Corporation to merge the said Healthcare Dimensions, Inc. into the Corporation:

RESOLVED that acting under the provisions of Chapter 1, Subchapter IX, Section 253 of the General Corporation Law of the State of Delaware, and of Title 10, Section 1104 of the Arizona Revised Statutes, AXIA Health Management, Inc. hereby merges Healthcare Dimensions, Inc., an Arizona corporation and a wholly-owned subsidiary of the Corporation, into itself and assumes all of its obligations.

RESOLVED that the merger shall become effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, and of Articles of Merger with the Secretary of State of the State of Arizona.

Executed on March 29, 2006

AXIA HEALTH MANAGEMENT, INC.

By:   
Mary K. Swanson, President

# 3648834\_v1