

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
AXIA Wholehealth Services, Inc.	FORMERLY American Wholehealth, Inc.	12/01/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Healthways Wholehealth Services, Inc.		
<b>Street Address:</b>	46040 Center Oak Plaza		
<b>Internal Address:</b>	Suite 130		
<b>City:</b>	Sterling		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	20166		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78469923	AMERICAN WHOLEHEALTH NETWORKS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)756-8087		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	nward@mwe.com		
<b>Correspondent Name:</b>	Richard Y. Kim		
<b>Address Line 1:</b>	600 13th Street NW		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20005		
<b>ATTORNEY DOCKET NUMBER:</b>	70818-026		
<b>NAME OF SUBMITTER:</b>	Richard Y. Kim		
<b>Signature:</b>	/Richard Y. Kim/		
<b>Date:</b>	12/08/2006		

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Total Attachments: 2

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# Delaware

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*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 AMENDMENT OF "AXIA WHOLEHEALTH SERVICES, INC.", CHANGING ITS NAME FROM "AXIA WHOLEHEALTH SERVICES, INC." TO "HEALTHWAYS WHOLEHEALTH SERVICES, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 2006, AT 1 O'CLOCK P.M.

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



2897785 8100  
061097583

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

AUTHENTICATION: 5240328

DATE: 12-01-06

TRADEMARK  
REEL: 003441 FRAME: 0252

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF  
AXIA WHOLEHEALTH SERVICES, INC.

AXIA WholeHealth Services, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation (the "Board"), by the unanimous written consent of its members filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

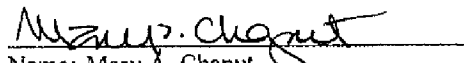
RESOLVED That Article I be and it hereby is amended to read as follows:

"The name of the corporation (hereinafter called the "Corporation") is  
Healthways WholeHealth Services, Inc "

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware

IN WITNESS WHEREOF, I have signed this certificate this 1st day of December, 2006.

  
Name: Mary A. Chaput  
Title: Secretary