

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AXIA Quitnet, Inc.	FORMERLY Quitnet.com, Inc.	12/01/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Healthways Quitnet, Inc.
Street Address:	One Appleton Street
Internal Address:	4th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02116
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	76572024	
Serial Number:	76556104	THE Q
Serial Number:	76359280	QUIT DATE WIZARD
Serial Number:	76446356	
Serial Number:	76446357	Q
Serial Number:	76359281	QUITNET QUIT ALL TOGETHER
Serial Number:	76359278	QUITNET
Serial Number:	76359279	Q-GADGET
Serial Number:	78092344	DON'T QUIT ALONE
Serial Number:	76114176	QUITNET

CORRESPONDENCE DATA

Fax Number: (202)756-8087  
 Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

CH \$265.00 76572024

Email: nward@mwe.com  
Correspondent Name: Richard Y. Kim  
Address Line 1: 600 13th Street NW  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:

70818-026

NAME OF SUBMITTER:

Richard Y. Kim

Signature:

/Richard Y. Kim/

Date:

12/08/2006

Total Attachments: 2  
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source=Quitnet#page2.tif

# 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 QUITNET, INC.", CHANGING ITS NAME FROM "AXIA QUITNET, INC." TO "HEALTHWAYS QUITNET, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 2006, AT 12:58 O'CLOCK P.M.

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



3160194 8100  
061097576

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

AUTHENTICATION: 5240317

DATE: 12-01-06

TRADEMARK  
REEL: 003441 FRAME: 0262

CERTIFICATE OF AMENDMENT OF AMENDED CERTIFICATE OF  
INCORPORATION

OF

AXIA QUITNET, INC.

AXIA Quitnet, 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 Amended Certificate of Incorporation of the Corporation:

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

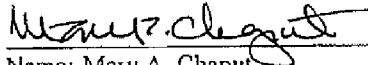
"The name of the corporation (hereinafter called the "Corporation") is

Healthways QuitNet, 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