

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AXIA Health Management, Inc.		12/01/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Healthways Health Support, Inc.
Street Address:	9280 S. Kyrene Road
Internal Address:	Suite 134
City:	Tempe
State/Country:	ARIZONA
Postal Code:	85284
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Serial Number:	78927028	REACH
Serial Number:	78927057	ACHIEVE
Serial Number:	78927080	INSPIRE
Serial Number:	75175639	SILVERSNEAKERS
Serial Number:	78553622	HEALTHCARE DIMENSIONS
Serial Number:	78558742	
Serial Number:	76385765	SILVERSPLASH
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

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Serial Number:	78776009	SILVERSTARS
Serial Number:	75869365	WALKSPORT
Serial Number:	78886272	SILVERSNEAKERS@HOME
Serial Number:	78886293	WHOLEHEALTH BACK IN MOTION
Serial Number:	78886299	FOREVER FIT
Serial Number:	78746282	ENGAGING PREVENTION
Serial Number:	78669963	EARLY HEALTH
Serial Number:	78704610	HEALTHY BALANCE
Serial Number:	78704633	HEALTHY ALIGNMENT
Serial Number:	78591831	PROVING PREVENTION WORKS
Serial Number:	78783178	QUITSTER
Serial Number:	78783154	NICODEMON
Serial Number:	78783165	Q-CARDS

CORRESPONDENCE DATA

Fax Number: (202)756-8087

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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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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 AMENDMENT OF "AXIA HEALTH MANAGEMENT, INC.", CHANGING ITS NAME FROM "AXIA HEALTH MANAGEMENT, INC." TO "HEALTHWAYS HEALTH SUPPORT, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 2006, AT 5:40 O'CLOCK P.M.

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



4133461 8100

061099818

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5242601

DATE: 12-04-06

TRADEMARK
REEL: 003441 FRAME: 0266

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:41 PM 12/01/2006
FILED 05:40 PM 12/01/2006
SRV 061099818 - 4133461 FILE

CERTIFICATE OF AMENDMENT OF AMENDED CERTIFICATE OF
INCORPORATION

OF

AXIA HEALTH MANAGEMENT, INC.

AXIA Health Management, 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 1 be and it hereby is amended to read as follows:

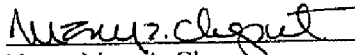
"The name of the corporation (hereinafter called the "Corporation") is

Healthways Health Support, 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

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