

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/27/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
eWebHealth Inc.		12/27/2006	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	ChartOne, Inc.
Street Address:	Three New England Executive Park
Internal Address:	Suite 200
City:	Burlington
State/Country:	MASSACHUSETTS
Postal Code:	01803
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2572731	COPY

CORRESPONDENCE DATA

Fax Number: (860)275-0343
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 860-275-0589
 Email: nytrademark@daypitney.com
 Correspondent Name: Barb Villandry, Day Pitney LLP
 Address Line 1: CityPlace 1
 Address Line 4: Hartford, CONNECTICUT 06103

ATTORNEY DOCKET NUMBER:	021603-00020
NAME OF SUBMITTER:	Barb Villandry
Signature:	/Barb Villandry/

CH \$40.00 2572731

Date:

01/12/2007

Total Attachments: 9

source=ewebhealth merger doc#page1.tif

source=ewebhealth merger doc#page2.tif

source=ewebhealth merger doc#page3.tif

source=ewebhealth merger doc#page4.tif

source=ewebhealth merger doc#page5.tif

source=ewebhealth merger doc#page6.tif

source=ewebhealth merger doc#page7.tif

source=ewebhealth merger doc#page8.tif

source=ewebhealth merger doc#page9.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:

"EWEBHEALTH INC.", A GEORGIA CORPORATION,
WITH AND INTO "CHARTONE, INC." UNDER THE NAME OF "CHARTONE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2006, AT 1:01 O'CLOCK P.M.

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

3091065 8100M

061189642



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5312653

DATE: 12-27-06

TRADEMARK
REEL: 003460 FRAME: 0164

CERTIFICATE OF OWNERSHIP AND MERGER

OF

EWEBHEALTH INC.

(a Georgia corporation)

into

CHARTONE, INC.

(a Delaware corporation)

It is hereby certified that:

1. ChartOne, 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 eWebHealth Inc., which is a business corporation of the State of Georgia.

3. The laws of the jurisdiction of organization of eWebHealth Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges eWebHealth Inc. into the Corporation.

5. The following is a copy of the resolutions adopted on December 14, 2006 by the Board of Directors of the Corporation to merge the said eWebHealth Inc. into the Corporation:

RESOLVED that the Plan of Merger presented to the meeting, whereby eWebHealth Inc. will be merged with and into this Corporation, hereby is adopted; that a copy of said Plan of Merger be set out following and made a part of the minutes of this meeting; and that all of the estate, property, rights, privileges, powers, and franchises of eWebHealth Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by eWebHealth Inc. in its name.

RESOLVED that this Corporation assume all of the obligations of eWebHealth Inc.


RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of Georgia, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of eWebHealth Inc. and of this Corporation and in any other appropriate jurisdiction.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger on behalf of CHARTONE, INC. as its authorized officer and hereby affirms, under the penalties of perjury, that this Certificate of Ownership and Merger is the act and deed of such corporation and the facts herein stated are true.

[date and signature on following page]

Dated: December 14, 2006

CHARTONE, INC.
a Delaware Corporation

By: 

Name: George Abatjoglou
Title: Chief Financial Officer

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Cathy Cox**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 12/28/2006. Attached is a true and correct copy of the said filing.

Surviving Entity:

CHARTONE, INC., a Delaware Profit Corporation

Nonsurviving Entity/Entities:

EWEBHEALTH INC., a Georgia Profit Corporation

WITNESS my hand and official seal of the City of Atlanta
and the State of Georgia on December 28, 2006



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

TRADEMARK

REEL: 003460 FRAME: 0168

ARTICLES OF MERGER

OF

EWEBHEALTH INC.

AND

CHARTONE, INC.

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the domestic corporation and the foreign corporation herein named do hereby adopt the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging eWebHealth Inc., a corporation incorporated under the laws of the State of Georgia with and into ChartOne, Inc., a corporation incorporated under the laws of the State of Delaware, adopted at a meeting by the Board of Directors of eWebHealth Inc. on December 14, 2006 and adopted at a meeting by the Board of Directors of ChartOne, Inc. on December 14, 2006.

SECOND: The merger was duly approved by the shareholders of eWebHealth Inc. Approval by the shareholders of ChartOne, Inc., the sole shareholder of eWebHealth Inc., was not required.

THIRD: The merger of eWebHealth Inc. with and into ChartOne, Inc. is permitted by the laws of the jurisdiction of organization of ChartOne, Inc. and has been authorized in compliance with said laws.

FOURTH: This Article constitutes an undertaking by ChartOne, Inc. that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

[date and signature on following page]

State of Georgia
Expedite Merger 4 Page(s)



T0636223049

TRADEMARK

REEL: 003460 FRAME: 0169

Executed on this 14th day of December, 2006.


EWEBHEALTH INC.

By: 

Name: George Abatjoglou

Title: Chief Financial Officer

CHARTONE, INC.

By: 

Name: George Abatjoglou

Title: Chief Financial Officer

SECRETARY OF STATE
2006 DEC 28 P 1:15
CORPORATIONS DIVISION

TRADEMARK

REEL: 003460 FRAME: 0170

PLAN OF MERGER adopted by eWebHealth Inc., a corporation for profit organized under the laws of the State of Georgia, by resolution of its Board of Directors on December 14, 2006, and adopted on December 14, 2006 by ChartOne, Inc., a corporation for profit organized under the laws of the State of Delaware, by resolution of its Board of Directors on December 14, 2006. The names of the corporations planning to merge are eWebHealth Inc., a corporation for profit organized under the laws of the State of Georgia, and ChartOne, Inc., a corporation for profit organized under the laws of the State of Delaware. The name of the surviving corporation into which eWebHealth Inc. plans to merge is ChartOne, Inc.

1. eWebHealth Inc. and ChartOne, Inc., shall, pursuant to the provisions of the Georgia Business Corporation Code and the provisions of the laws of the jurisdiction of organization of ChartOne, Inc. be merged with and into a single corporation, to wit, ChartOne, Inc., which shall be the surviving corporation when the merger takes effect and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of eWebHealth Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease when the merger takes effect in accordance with the provisions of the Georgia Business Corporation Code.

2. The certificate of incorporation of the surviving corporation when the merger takes effect in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation when the merger takes effect in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation when the merger takes effect in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation. Each issued share of the terminating corporation when the merger takes effect shall be cancelled and extinguished.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the Georgia Business Corporation Code, and the merger of the terminating

corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the Georgia Business Corporation Code, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Georgia and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

CORPORATIONS DIVISION

2006 DEC 28 P 1:15

SECRETARY OF STATE