

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/04/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Healthworks Alliance, Inc.		12/29/2006	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Passport Health Communications, Inc.
Street Address:	720 Cool Springs Blvd.
Internal Address:	Suite 450
City:	Franklin
State/Country:	TENNESSEE
Postal Code:	37067
Entity Type:	CORPORATION: TENNESSEE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	78970970	HEALTHWORKS
Serial Number:	75035472	HEALTH WORKS
Serial Number:	76581706	HEALTHWORKS ALLIANCE
Serial Number:	78971785	HEALTHWORKS ALLIANCE

CORRESPONDENCE DATA

Fax Number: (615)244-6804
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 615-850-8741
 Email: rfelber@wallerlaw.com
 Correspondent Name: Robert P. Felber, Jr.
 Address Line 1: 511 Union Street
 Address Line 2: Suite 2700
 Address Line 4: Nashville, TENNESSEE 37219

OP \$115.00 78970970

ATTORNEY DOCKET NUMBER:	010314.33033 - PHC MERGER
NAME OF SUBMITTER:	Robert P. Felber, Jr.
Signature:	/ROBERT P. FELBER, JR./
Date:	10/23/2007
Total Attachments: 2 source=HEALTHWORKS#page1.tif source=HEALTHWORKS#page2.tif	

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 01/04/07
REQUEST NUMBER: 5909-1549
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 01/04/07 0937
EFFECTIVE DATE/TIME: 01/04/07 0937
CONTROL NUMBER: 0352153

TO:
PASSPORT HEALTH COMMUNICATIONS INC
720 COOL SPRINGS BLV
SUITE 450
FRANKLIN, TN 37067

RE:
PASSPORT HEALTH COMMUNICATIONS, INC.
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER
WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE
OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS
PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH
THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH
OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 01/04/07

FROM:
PASSPORT HEALTH COMMUNICATIONS INC(FRANK
720 COOL SPRINGS
BLVDSUITE 450
FRANKLIN, TN 37067-0000

	FEE	
RECEIVED:	\$100.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$100.00

RECEIPT NUMBER: 00004065361
ACCOUNT NUMBER: 00425344



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE
TRADEMARK

REEL: 003644 FRAME: 0549

5909-1543

RECEIVED
STATE OF TENNESSEE

2007 JAN -4 AM 9: 37

RILEY DARNELL
SECRETARY OF STATE

FILED

ARTICLES OF MERGER

OF

HEALTHWORKS ALLIANCE, INC. – A PENNSYLVANIA CORPORATION

AND

UNITED WISCONSIN PROSERVICES, INC. – A WISCONSIN CORPORATION

INTO

PASSPORT HEALTH COMMUNICATIONS, INC – A TENNESSE CORPORATION

Pursuant to the provisions of the Tennessee Business Corporation Act, the undersigned corporations hereby execute the following articles of merger:

- 1) The plan of merger is as follows:
- 2) On December 29, 2006 the Board of Directors adopted the plan of merger and approval of the shareholders was not required under Chapter 21 of the Tennessee Business Corporation Act.
- 3) Approval of the shareholders was not required under Chapter 21 of the Tennessee Business Corporation Act.
- 4) The laws of the Commonwealth of Pennsylvania and the State of Wisconsin
- 5) This plan of merger shall be effective at 12:01 AM on January 1, 2007.

DATE: 12/29/06

PASSPORT HEALTH COMMUNICATIONS, INC

BY *James V. Lackey*
JAMES V. LACKEY – DIRECTOR /CEO

DATE: 12/29/06

HEALTHWORKS ALLIANCE, INC

BY *James V. Lackey*
JAMES V. LACKEY – DIRECTOR/CEO

DATE: 12/29/06

UNITED WISCONSIN PROSERVICES, INC

BY *James V. Lackey*
JAMES V. LACKEY – DIRECTOR/CEO