

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
Virgin Life Care, Inc.		11/26/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Virgin Healthmiles, Inc.
Street Address:	41 Farnsworth Street, 4th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02210
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	77328629	GOZONE
Serial Number:	78821523	HEALTHMILES
Serial Number:	78821531	HEALTHMILES PLUS
Serial Number:	78821541	TAKE CHARGE TRACK RESULTS EARN REWARDS
Serial Number:	77328411	GET ACTIVE. GET REWARDS.
Serial Number:	77328568	LIVE LIFE LIVELY
Serial Number:	77328622	HEALTHZONE
Serial Number:	77328618	HEALTHMILES
Serial Number:	77328608	HEALTHMILES

CORRESPONDENCE DATA

Fax Number: (617)951-7050
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 6179517184
 Email: erica.hepp@ropesgray.com, erin.dugan@ropesgray.com
 Correspondent Name: Erica L. Hepp, Esq. c/o Ropes & Gray LLP

CH \$240.00 77328629

Address Line 1: One International Place
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	103141-0012
NAME OF SUBMITTER:	Erica L. Hepp, Esq.
Signature:	/erica hepp/
Date:	02/01/2008

Total Attachments: 3
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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 "VIRGIN LIFE CARE, INC.", CHANGING ITS NAME FROM "VIRGIN LIFE CARE, INC." TO "VIRGIN HEALTHMILES, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2007, AT 5 O'CLOCK P.M.

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

3837337 8100

071249298

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6181762

DATE: 11-26-07

TRADEMARK
REEL: 003710 FRAME: 0131

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
VIRGIN LIFE CARE, INC.

Virgin Life Care, Inc., (the "Corporation") a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law").

DOES HEREBY CERTIFY:

1. That by unanimous written consent of the Board of Directors of the Corporation, in accordance with Sections 141(f) and 242 of the General Corporation Law, resolutions were duly adopted setting forth an amendment to the Certificate of Incorporation of the Corporation, and declaring said amendment to be advisable and in the best interests of this corporation and its stockholders. The sole stockholder of the Corporation duly approved said amendment by consent in accordance with Sections 228 and 242 of the General Corporation Law. The resolution setting forth the amendment is as follows:

RESOLVED, that Article I be and hereby is deleted in its entirety and the following Article 1 inserted in lieu thereof:

ARTICLE I

The name of the corporation is Virgin HealthMiles, Inc.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by a duly authorized officer of this corporation on this 21st day of November, 2007.

By: /s/Chris R. Boyce
Name: Chris R. Boyce
Title: Chief Executive Officer