

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Wired.MD, Inc.		12/22/2008
			Entity Type
			CORPORATION: OREGON
RECEIVING PARTY DATA			
Name:	The StayWell Company		
Street Address:	780 Township Line Road		
City:	Yardley		
State/Country:	PENNSYLVANIA		
Postal Code:	19067		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	2781806	INFORMATION PRESCRIPTION
	Registration Number:	2729335	WIRED.MD
CORRESPONDENCE DATA			
Fax Number:	(214)969-4343		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	214.969.4390		
Email:	aashley@akingump.com		
Correspondent Name:	April Ashley		
Address Line 1:	1700 Pacific Avenue		
Address Line 2:	Suite 4100		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	686323.0004		
NAME OF SUBMITTER:	David L. Odom		

CH \$65.00 2781806

Signature:	/DLO/
Date:	06/24/2009
<p>Total Attachments: 17</p> <p>source=Wired MD Merger Docs#page1.tif source=Wired MD Merger Docs#page2.tif source=Wired MD Merger Docs#page3.tif source=Wired MD Merger Docs#page4.tif source=Wired MD Merger Docs#page5.tif source=Wired MD Merger Docs#page6.tif source=Wired MD Merger Docs#page7.tif source=Wired MD Merger Docs#page8.tif source=StayWell - Wired MD Articles of Merger#page1.tif source=StayWell - Wired MD Articles of Merger#page2.tif source=StayWell - Wired MD Articles of Merger#page3.tif source=StayWell - Wired MD Articles of Merger#page4.tif source=StayWell - Wired MD Articles of Merger#page5.tif source=StayWell - Wired MD Articles of Merger#page6.tif source=StayWell - Wired MD Articles of Merger#page7.tif source=StayWell - Wired MD Articles of Merger#page8.tif source=StayWell - Wired MD Articles of Merger#page9.tif</p>	

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:

"WIRED.MD, INC.", AN OREGON CORPORATION,
WITH AND INTO "THE STAYWELL COMPANY" UNDER THE NAME OF "THE STAYWELL COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2008, AT 7:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2009.

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

2285969 8100M

081235836

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7054702

DATE: 12-31-08

TRADEMARK
REEL: 004010 FRAME: 0381

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
WIRED.MD, INC.
INTO
THE STAYWELL COMPANY**

The StayWell Company, a Delaware corporation (the "*Corporation*"), hereby certifies that:

FIRST: The name and jurisdiction of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>Jurisdiction of Incorporation</u>
The StayWell Company	Delaware
Wired.MD, Inc.	Oregon


SECOND: The Corporation currently owns all of the outstanding shares of each class of capital stock of Wired.MD, Inc. ("*Subsidiary*").

THIRD: The Corporation, by the resolutions of its board of directors duly adopted on December 22, 2008, a copy of which is attached hereto as Exhibit "A", determined to merge Subsidiary with and into itself pursuant to Section 253 of the Delaware General Corporation Law and Section 60.501 of the Oregon Business Corporations Act, effective at 12:01 a.m. PST on January 1, 2009, which shall follow the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware and the Articles of Merger with the Secretary of State of Oregon.

[Signature Page Follows]

EXECUTED on this 22 day of December, 2008.

THE STAYWELL COMPANY

By: 
Name: Curtis S. Rosley
Title: Vice President

Signature Page to Certificate of Ownership and Merger merging Wired.MD, Inc. into The StayWell Company

TRADEMARK
REEL: 004010 FRAME: 0383

Exhibit A

Unanimous Written Consent of the Board of Directors of The StayWell Company

UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
WIRED.MD, INC.

The undersigned, being all of the members of the board of directors (the "*Board*") of Wired.MD, Inc., an Oregon corporation (the "*Corporation*"), do hereby waive notice of a meeting of the Board and do consent to the adoption of the following resolutions, which resolutions shall be deemed to be adopted effective as of December 22, 2008 and shall have the same force and effect as if such resolutions were adopted by unanimous vote of the Board at a duly convened meeting held for such purpose, all in accordance with the Oregon Business Corporation Act.

Approval of the Merger and the Plan of Merger

WHEREAS, the Corporation desires to enter into a Plan of Merger, substantially in the form reviewed by the Board (the "*Plan of Merger*"), pursuant to which the Corporation shall be merged with and into its parent corporation, The StayWell Company, a Delaware corporation ("*StayWell*"), with StayWell being the surviving entity (the "*Merger*") by filing a Certificate of Ownership and Merger with the Secretary of State of Delaware (the "*Certificate of Merger*") and by filing Articles of Merger with the Secretary of State of Oregon (the "*Articles of Merger*", and together with the Plan of Merger and the Certificate of Merger, the "*Merger Documents*"); and

WHEREAS, the Board deems it advisable and in the best interest of the Corporation to approve the Merger and the Merger Documents.

NOW, THEREFORE, BE IT RESOLVED, that the Merger and the Merger Documents and the consummation of the transactions contemplated thereby are hereby approved, ratified and adopted in all respects; and

RESOLVED FURTHER, that the Proper Officers be, and they hereby are, authorized and directed to execute the Plan of Merger.

General

RESOLVED, that the "*Proper Officers*" referenced in these resolutions shall be the current Officers of the Corporation, as have been appointed by the Board;

RESOLVED FURTHER, that the Proper Officers are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to

approve, execute and deliver, from time to time, the aforementioned documents, with such further changes, revisions or modifications thereto as the Proper Officer or Officers executing and delivering the same shall, as evidenced by the execution and delivery thereof, deem necessary, desirable or appropriate, and any and all such other agreements, instruments, certificates and other documents as are contemplated hereby or thereby, including all exhibits thereto, to which the Corporation is or is to be a party or as the Proper Officer or Officers executing and delivering the same shall, as evidenced by the execution and delivery thereof, deem necessary, desirable or appropriate, with the execution and delivery thereof by any such Proper Officer of any document and the taking of any action in connection with the foregoing establishing conclusively such Proper Officer's authority therefor and the approval by the Board of the documents so executed and delivered and the actions so taken;

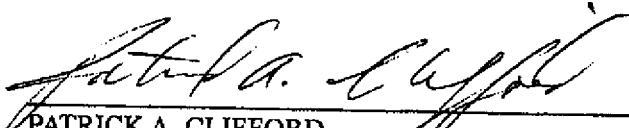
RESOLVED FURTHER, that the Proper Officers are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to make all such payments and incur all such expenses in connection with any transaction contemplated by the foregoing resolutions as the Proper Officer or Officers making or incurring the same shall, as evidenced by the making or incurring thereof, deem necessary, desirable or appropriate to carry into effect the purposes and intent of the foregoing resolutions, with the making or incurring thereof by such Proper Officer establishing conclusively such Proper Officer's authority therefor and the approval by the Board of the actions so taken;

RESOLVED FURTHER, that in addition to the specific authorizations conferred by the foregoing resolutions upon the Corporation's officers and directors, the Proper Officers are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to do or cause to be done all such further acts and things (including the approval, execution and delivery of all such further agreements, instruments, certificates and other documents) as the Proper Officer or Officers doing the same or causing the same to be done shall, as evidenced by the doing or causing thereof, deem necessary, desirable or appropriate in order to carry into effect the purposes and intent of the foregoing resolutions, with the doing of the same or causing the same to be done by any such Proper Officer establishing conclusively such Proper Officer's authority therefor and the approval by the Board of the actions so taken; and, if specific forms of resolutions are necessary, desirable or appropriate to accomplish the transactions contemplated by the foregoing resolutions, then the same shall be deemed to have been and hereby are adopted, and the Secretary is authorized to certify the adoption of all such resolutions as though such resolutions are part of this written consent;

RESOLVED FURTHER, that each of the lawful acts of the Proper Officers taken prior to the date hereof in connection with the transactions contemplated by the foregoing resolutions is hereby ratified, approved, adopted and confirmed as if each such act had been presented to and approved by the Board prior to being taken; and

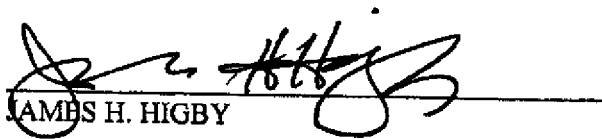
RESOLVED FURTHER, that the Secretary and any other appropriate officer of the Corporation are, and each individually hereby is, authorized, empowered and directed to certify and furnish such copies of these resolutions and such statements as to the incumbency of the Corporation's officers, under corporate seal if necessary, as may be requested, and any person receiving such certified copy is and shall be authorized to rely upon the contents thereof.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of Wired.MD, Inc. have executed this written consent, in one or more counterparts, effective as of the date first written above.



PATRICK A. CLIFFORD

MICHAEL RILEY



JAMES H. HIGBY

CURTIS S. RISLEY

Signature Page to
Unanimous Written Consent of the Board of Directors of
Wired.MD, Inc.

TRADEMARK
REEL: 004010 FRAME: 0387

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of Wired.MD, Inc. have executed this written consent, in one or more counterparts, effective as of the date first written above.

PATRICK A. CLIFFORD



MICHAEL RILEY

JAMES H. HIGBY



CURTIS S. RISLEY

Signature Page to
Unanimous Written Consent of the Board of Directors of
Wired.MD, Inc.

TRADEMARK
REEL: 004010 FRAME: 0388



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
Fax:(503)378-4381
www.filinginoregon.com

THE STAYWELL COMPANY/KRAMES
780 TOWNSHIP LINE ROAD
YARDLEY PA 19067

Acknowledgement Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed below. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document	Filed On			
ARTICLES OF MERGER *	12/30/2008			
Name of Survivor	Reg. No.	Type	Juris	
THE STAYWELL COMPANY	053728-91	FGN BUS CORP	DE	
Name(s) of Non Survivor(s)	Reg. No.	Type	Juris	
WIRED.MD, INC.	713515-80	DOM BUS CORP	OR	

05 3728-91

ARTICLES OF MERGER
OF
WIRED.MD, INC.
AND
THE STAYWELL COMPANY

FILED
DEC 30 2008
OREGON
SECRETARY OF STATE

To the Secretary of State of Oregon:

Pursuant to the provisions of the Oregon Business Corporation Act (the "*OBCA*"), the domestic corporation and the foreign corporation named herein do hereby adopt the following articles of merger, dated as of December 22 2008 (these "*Articles of Merger*").

1. The Plan of Merger, attached hereto as Exhibit A (the "*Plan of Merger*"), shall merge Wired.MD, Inc., an Oregon corporation ("*Wired.MD*"), with and into The StayWell Company, a Delaware corporation ("*StayWell*"), with StayWell as the surviving entity (the "*Merger*").
2. The Plan of Merger was duly authorized, adopted and approved by the Wired.MD Board of Directors, and approval by the sole shareholder of Wired.MD was not required, all in accordance with Sections 60.491, 60.494 and 60.501 of the OBCA.
3. The Plan of Merger was duly authorized, adopted and approved by the StayWell Board of Directors, and approval by the sole shareholder of StayWell was not required, all in accordance with Sections 60.494 and 60.501 of the OBCA and Section 253 of the Delaware General Corporation Law.
4. The Plan of Merger was duly authorized and approved in accordance with the statutes governing StayWell.
5. The Merger herein provided for shall take effect in the State of Oregon at 12:01 a.m. PST on January 1, 2009, which shall follow the filing of these Articles of Merger with the Secretary of State of Oregon.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger as of the date first written above.

THE STAYWELL COMPANY

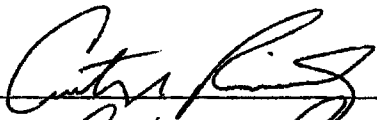
By: 
Name: Curtis S. Risley
Title: Vice President

EXHIBIT A
PLAN OF MERGER

(Attached)

**PLAN OF MERGER
OF
WIRED.MD, INC.
AND
THE STAYWELL COMPANY**

THIS PLAN OF MERGER (this "**Plan**") is made and entered into effective as of 12:01 a.m. PST on January 1, 2009, by and between Wired.MD, Inc., an Oregon corporation ("**Wired.MD**"), and The StayWell Company, Inc., a Delaware corporation ("**StayWell**"). Wired.MD and StayWell are referred to herein together as the "**Constituent Entities**" or the "**Parties.**"

RECITALS

WHEREAS, the Board of Directors of StayWell and the Board of Directors of Wired.MD have determined that it is advisable and in the best interest of each entity to merge Wired.MD with and into its parent corporation, StayWell, and that StayWell shall continue as the surviving entity on the terms and conditions set forth in this Plan (the "**Merger**") in accordance with the applicable provisions of the laws of the State of Oregon and the State of Delaware;

NOW, THEREFORE IN CONSIDERATION of the premises, the mutual promises, covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

**ARTICLE 1
THE MERGER**

1.1 The Merger. Subject to and in accordance with the terms and conditions set forth in this Plan, on the Effective Date (as defined below), Wired.MD shall be merged with and into StayWell, with StayWell continuing as the surviving entity (the "**Surviving Corporation**") in the Merger, and the separate existence of Wired.MD shall cease. The name of the Surviving Corporation shall be "The StayWell Company."

1.2 Oregon Articles of Merger. Contemporaneously with the execution of this Plan, the Surviving Corporation shall deliver acceptable articles of merger (the "**Articles of Merger**") for filing with the Secretary of State of Oregon in accordance with Section 60.494 of the Oregon Business Corporation Act (the "**OBCA**").

1.3 Delaware Certificate of Merger. Contemporaneously with the execution of this Plan, the Surviving Corporation shall also execute an acceptable certificate of merger (the "**Certificate of Merger**") for filing with the Secretary of State of Delaware in accordance with Section 253 of the Delaware General Corporation Law (the "**DGCL**").

1.4 Effective Date. The Merger shall become effective in Delaware and Oregon at 12:01 a.m. PST on January 1, 2009, which shall follow the filing of the Certificate of Merger in Delaware and the filing of the Articles of Merger in Oregon (the "**Effective Date**").

1.5 Effects of the Merger.

(a) *Generally.* On the Effective Date, the effect of the Merger will be as provided in the Articles of Merger and the applicable provisions of the OBCA and the DGCL. Without limiting the generality of the foregoing and subject thereto, on the Effective Date, all the property, rights, privileges, powers and franchises of Wired.MD shall vest in the Surviving Corporation, and all debts, liabilities and duties of Wired.MD shall become the debts, liabilities and duties of the Surviving Corporation.

(b) *State Filings.* The Board of Directors of StayWell and the proper officers shall make and execute whatever certificates and documents that are required by the State of Oregon and the State of Delaware to effect the Merger, and cause the same to be filed, in the manner provided by law, and do all things whatsoever which may be necessary and proper to effect the Merger.

(c) *Effect on Shares of the Constituent Entities.* On the Effective Date, the shares of Wired.MD shall be cancelled. The shares of StayWell shall remain unchanged.

(d) *Further Assurances.* If at any time after the Effective Date, StayWell shall determine that any further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to StayWell full title to and possession of all of the property (real, personal and mixed), rights, privileges and powers of Wired.MD, then the Board of Directors of StayWell and the proper officers shall have the authority to, and shall, take all such actions and execute and deliver all such instruments as StayWell may determine to be necessary or desirable.

1.6 Amendment. This Plan may be amended by the mutual agreement of the Board of Directors of Wired.MD and the Board of Directors of StayWell any time prior to the Effective Date.

ARTICLE 2 THE SURVIVING CORPORATION

2.1 Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of StayWell in effect immediately prior to the Effective Date shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation, unless and until altered, amended or repealed in accordance with applicable law.

2.2 Officers. At and after the Effective Date, the officers of StayWell shall be the officers of the Surviving Corporation and shall serve in such capacities until their respective successors are duly elected and qualified or until their earlier resignation or removal as provided for in the Articles of Incorporation or the Bylaws of the Surviving Corporation.

ARTICLE 3
GENERAL PROVISIONS

3.1 Entire Agreement. This Plan constitutes the entire agreement and understanding between the Parties and supersedes all prior agreements and understandings, both written and oral, with respect to the subject matter of this Plan.

3.2 Binding Effect. This Plan shall be binding on and inure to the benefit of the Parties and their respective successors and assigns.

3.3 Counterparts. This Plan may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute one instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, the Parties have caused this Plan to be executed and delivered, in one or more counterparts, by duly authorized persons as of the date first above written.

WIRED.MD, INC.

By: _____

Name: _____

Title: _____

THE STAYWELL COMPANY


By: George M. Parker

Name: George M. Parker

Title: President, Krames Div of The Staywell Company

IN WITNESS WHEREOF, the Parties have caused this Plan to be executed and delivered, in one or more counterparts, by duly authorized persons as of the date first above written.

WIRED.MD, INC.

By: 

Name: MARK FLESS

Title: PRESIDENT

THE STAYWELL COMPANY

By: _____

Name: _____

Title: _____

Signature Page to Plan of Merger of
Wired.MD, Inc. and The StayWell Company