

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/30/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MDI ACHIEVE (TEXAS), INC.		04/29/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	MDI ACHIEVE, INC.		
Street Address:	940 W. PORT PLAZA DRIVE, SUITE 100		
City:	ST. LOUIS		
State/Country:	MISSOURI		
Postal Code:	63146		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2332426	QUICKCARE	
Registration Number:	2332427	QC QUICKCARE	
Registration Number:	3122417	OBRA EZ	
Registration Number:	3130399	QC3NET	
CORRESPONDENCE DATA			
Fax Number:	(312)803-2209		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-407-4000		
Email:	aprovencio@loeb.com		
Correspondent Name:	Kevin M. Eisenberg - LOEB & LOEB LLP		
Address Line 1:	345 Park Avenue		
Address Line 4:	New York, NEW YORK 10154		
ATTORNEY DOCKET NUMBER:	207838-10001		

CH \$115.00 2332426

900149038

**TRADEMARK
 REEL: 004107 FRAME: 0241**

NAME OF SUBMITTER:	Kevin M. Eisenberg
Signature:	/Kevin M. Eisenberg/
Date:	12/03/2009
Total Attachments: 3 source=MERGER-MDIAchieveTX-MDIAchieve#page1.tif source=MERGER-MDIAchieveTX-MDIAchieve#page2.tif source=MERGER-MDIAchieveTX-MDIAchieve#page3.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"MDI ACHIEVE (TEXAS), INC.", A DELAWARE CORPORATION,
WITH AND INTO "MDI ACHIEVE, INC." UNDER THE NAME OF "MDI ACHIEVE, INC.", 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 APRIL, A.D. 2009, AT 4:55 O'CLOCK P.M.

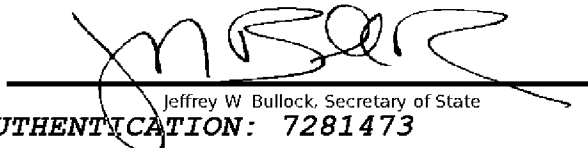
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF APRIL, A.D. 2009.

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

3961943 8100M

090411211




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7281473

DATE: 05-04-09

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

TRADEMARK
REEL: 004107 FRAME: 0243

CERTIFICATE OF OWNERSHIP MERGING

MDI ACHIEVE (TEXAS), INC.

INTO

MDI ACHIEVE, INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

MDI Achieve, Inc., a corporation incorporated on the 28th day of April, 2005, A.D. under the name "LGI Acquisition, Inc.", pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that this corporation owns 100% of the capital stock of MDI Achieve (Texas), Inc., a corporation incorporated on the 12th day of December, 2007, A.D. pursuant to the provisions of the General Corporation Law of the State of Delaware, and that this corporation, by a resolution of its Board of Directors duly adopted by written consent dated the 29th day of April, 2009, A.D., determined to and did merge into itself said MDI Achieve (Texas), Inc., effective as of the close of business on April 30, 2009, a copy of which resolution is attached as Exhibit A hereto.

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this certificate to be signed by an authorized officer this 29th day of April, 2009, A.D.

By: /s/ Marc P. Brunet

Authorized Officer

Name: Marc P. Brunet

Title: Chief Financial Officer, Secretary and
Treasurer

*State of Delaware
Secretary of State
Division of Corporations
Delivered 04:55 PM 04/29/2009
FILED 04:55 PM 04/29/2009
SRV 090411211 - 3961943 FILE*

**TRADEMARK
REEL: 004107 FRAME: 0244**

Text of actions taken by the Board of Directors of MDI Achieve, Inc. by written consent:

RESOLVED: That it is in the best interests of the Corporation to enter into a transaction with MDI Achieve (Texas), Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation (“**MDI Texas**”), whereby MDI Texas will merge with and into the Corporation, with the Corporation continuing as the surviving entity, in accordance with Section 253 of the GCL (the “**Merger**”), pursuant to the terms and conditions of that certain Agreement and Plan of Merger, dated as of April 29, 2009, by and between the Corporation and MDI Texas (the “**Merger Agreement**”); that the Merger shall become effective as of the close of business on April 30, 2009; and that the Board of Directors hereby approves, ratifies and confirms in all respects the Merger Agreement, in substantially the form attached hereto as Exhibit A, together with such changes as the appropriate officers of the Corporation shall approve or shall have approved.

FURTHER RESOLVED: That the appropriate officers of the Corporation are, and each of them hereby is, authorized and directed on behalf of the Corporation to take any and all actions and to execute and deliver any and all agreements as any of them shall deem necessary to effectuate the Merger including, without limitation, a Certificate of Ownership and the filing of same with the Secretary of the State of Delaware, the execution and delivery thereof by any such officer to be conclusive evidence of such determination; and that, following the execution and delivery of the Merger Agreement by the Corporation and MDI Texas, the Corporation be, and hereby is, authorized and directed to perform all of its agreements and obligations in accordance with the terms thereof.

RESOLVED: That the appropriate officers of the Corporation are authorized, acting individually in the name and on behalf of the Corporation, to execute and deliver or file all such other agreements, instruments, certificates, and other documents, and to take all such other actions, as any of them may deem necessary or desirable to carry out the intent of each of the foregoing resolutions and to consummate the transactions thereby contemplated.