

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/14/2008		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	CFO Medical Services, Inc.		07/14/2008
	ExamWorks NJ, LLC		07/14/2008
			Entity Type
			CORPORATION:
			LIMITED LIABILITY COMPANY:
RECEIVING PARTY DATA			
Name:	CFO Medical Services, LLC		
Street Address:	4 Becker Farm Road, 1st Floor		
City:	Roseland		
State/Country:	NEW JERSEY		
Postal Code:	07068		
Entity Type:	LIMITED LIABILITY COMPANY:		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2770800	CFO MEDICAL SERVICES
CORRESPONDENCE DATA			
Fax Number:	(858)458-3005		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	858-458-3000		
Email:	cortneygollands@paulhastings.com		
Correspondent Name:	Elisabeth Bassett		
Address Line 1:	P.O. Box 919092		
Address Line 4:	San Diego, CALIFORNIA 92191-9092		
ATTORNEY DOCKET NUMBER:	74133.00006		
NAME OF SUBMITTER:	Elisabeth Bassett		

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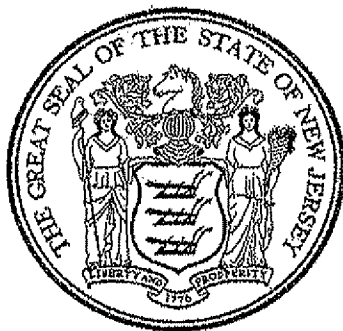
**TRADEMARK
 REEL: 004108 FRAME: 0851**

Signature:	/Elisabeth Bassett/
Date:	12/04/2009
Total Attachments: 12 source=CFO Medical Services, LLC merger#page1.tif source=CFO Medical Services, LLC merger#page2.tif source=CFO Medical Services, LLC merger#page3.tif source=CFO Medical Services, LLC merger#page4.tif source=CFO Medical Services, LLC merger#page5.tif source=CFO Medical Services, LLC merger#page6.tif source=CFO Medical Services, LLC merger#page7.tif source=CFO Medical Services, LLC merger#page8.tif source=CFO Medical Services, LLC merger#page9.tif source=CFO Medical Services, LLC merger#page10.tif source=CFO Medical Services, LLC merger#page11.tif source=CFO Medical Services, LLC merger#page12.tif	

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

CFO MEDICAL SERVICES, LLC

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
CERTIFICATE OF FORMATION
CERTIFICATE OF RESTATED
CERTIFICATE OF MERGER WITH NAME CHANGE
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



Certificate Number: 115840478

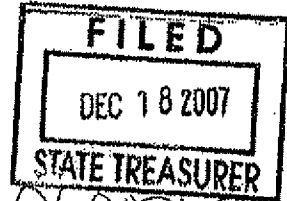
Verify this certificate online at

https://www1.state.nj.us/TYTR_StandIngCeru/ISP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
30th day of November, 2009*

*R. David Rousseau
State Treasurer*

LLC



0600315820

**CERTIFICATE OF FORMATION OF
EXAMWORKS NJ, LLC**

I.

The name of the limited liability company is ExamWorks NJ, LLC (the "Company").


II.

The address of the registered office of the Company in the State of New Jersey is 820 Bear Tavern Road, West Trenton, NJ 08628, and the name of its registered agent at that address is The Corporation Trust Company.

III.

The duration of the existence of the Company shall be perpetual.

This Certificate of Incorporation is certified this 18th day of December, 2007, by the undersigned authorized agent of the Company.


Reinaldo Pascual, Organizer

AMENDED AND RESTATED CERTIFICATE OF FORMATION OF
CFO MEDICAL SERVICES, LLC



I.

The name of the limited liability company is CFO Medical Services, LLC (the "Company").

II.

The address of the registered office of the Company in the state of New Jersey is 820 Bear Tavern Road, West Trenton, NJ 08628, and the name of its registered agent at that address is The Company Trust Company.

III.

The duration of existence of the Company shall be perpetual.

IV.

No member or manager, or if any member or manager is an entity, none of such member's officers, directors, members or managers, as applicable, shall be personally liable to the Company or any holder of the Company's membership interests for monetary damages for breach of fiduciary duty, except to the extent such exemption from liability thereof is not permitted under the New Jersey Limited Liability Company Act as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a member or manager of the Company hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

V.

The Company shall, to the fullest extent permitted by the New Jersey Limited Liability Company Act, indemnify its members and managers, or if any member or manager is an entity, such member's officers, directors, members and managers, as applicable, if authorized by its member(s), indemnify its employees and agents and any and all persons whom it shall have the power to indemnify against any and all expenses, liabilities or other matters (including expenses incurred in prosecuting and indemnification actions).

[Signature provided on following page.]

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Certified this 14th day of July, 2008.

EXAMWORKS NJ, LLC

By ExamWorks, Inc., its Sole Member and Manager

By: 

Richard E. Perlman, Chairman

(Amended and Restated Certificate of Formation of CFO Medical Services, LLC)

TRADEMARK
REEL: 004108 FRAME: 0856

**CERTIFICATE OF MERGER
OF
CFO MEDICAL SERVICES, INC.
(Merged Corporation)
AND
EXAMWORKS NJ, LLC
(Surviving Entity)**

Dated: July 14, 2008

MRN
FILED
JUL 14 2008
STATE TREASURER
0600315820

The undersigned entities, having adopted a plan of merger pursuant to Section 14A:10-1 of the New Jersey Business Corporation Act (the "NJBCA") and Section 42:2B-20 of the New Jersey Limited Liability Company Act (the "Act"), pursuant to which CFO Medical Services, Inc., a New Jersey corporation (the "Corp."), shall be merged into Examworks NJ, LLC, a New Jersey limited liability company (the "LLC"), hereby certify, pursuant to Section 14A:10.4.1 of the NJBCA and Act and as follows:

1. The name of the surviving entity is Examworks NJ, LLC. The New Jersey corporation identification number is 0600315820. The name of the merged entity is CFO Medical Services, Inc. The New Jersey corporation identification number is 0100853567.

2. Annexed hereto as Exhibit A and made a part hereof is the Plan and Agreement of Merger (the "Plan") for merging the Corp. with and into the LLC, as approved by the shareholders of the Corp. and the Sole Member of the LLC.

3. The dates of approval of the Plan by the shareholders of Corp. via unanimous written consent pursuant to Section 14A:5-6 of the NJBCA on May 21, 2008. One thousand one hundred eighty five (1,185) shares of the common stock of Corp. were entitled to vote on the Plan. No shares were voted against the Plan.

5. The sole member of the LLC approved the Plan on May 21, 2008. Approval of the Plan by the Sole Member of the LLC was given without a meeting by a written consent pursuant to the LLC's operating agreement, as permitted under Section 42:2B-22 of the Act. The percentage of membership interest in the LLC voted in favor of the Plan and represented by the consent was one hundred percent (100%). No membership interest was voted against the Plan.

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S 2036758
T 377.5195

6. The LLC will continue its existence as the surviving limited liability company and will change its name to CFO Medical Services, LLC pursuant to the provisions of the laws of the State of New Jersey.

7. The executed Plan is on file at the principal place of business of the LLC. A copy of the Plan will be furnished by the LLC, on request and without cost, to any shareholder of any constituent entity.

JUL 14 2008 11:01AM

CORP SERV CORP

Jul 14 2008 11:08

NO. 9903 P. 4

IN WITNESS WHEREOF, each of the undersigned entities has caused this certificate of merger to be executed on its behalf by its duly authorized officer as of the date first written above.

CFO Medical Services, Inc.,
a New Jersey corporation

By: 
Name: Edward M. Decker
Title: President

Brainworks NJ, LLC,
a New Jersey limited liability company

By: _____
Name:
Title:

[Signature Page to Certificate of Merger]

JUL 14 2008 11:01AM

CORP SERV CORP

JUL 14 2008 11:08


NO. 9903 P. 5

IN WITNESS WHEREOF, each of the undersigned entities has caused this certificate of merger to be executed on its behalf by its duly authorized officer as of the date first written above.

CFO Medical Services, Inc.,
a New Jersey corporation

By: _____
Name: Edward M. Decker
Title: President

Emeritus, LLC,
a New Jersey Limited Liability company

By: 
Name: Michael J. Baroff
Title: CEO and Secretary of Emeritus,
Inc., its Manager

[Signature Page to Certificate of Merger]

PLAN OF MERGER

of

EXAMWORKS NJ, LLC

a New Jersey limited liability company
(Surviving Entity)

and

CFO MEDICAL SERVICES, INC.

a New Jersey corporation
(Merged Entity)

THIS PLAN OF MERGER, made as of May 21, 2008, by and between Examworks NJ, LLC, a New Jersey limited liability company ("LLC") and CFO Medical, Inc., a New Jersey corporation ("Corporation"),

WHEREAS, LLC and Corporation wish to merge as provided in N.J.S. §§ 14A:10-4.1 and 42:2B-20;

NOW, THEREFORE, in consideration of these premises and the mutual covenants contained herein, the parties agree as follows:

1. TERMS OF MERGER; CONVERSION OF SHARES.

1.1 The names of the entities proposing to merge are Examworks NJ, LLC, a New Jersey limited liability company and CFO Medical Services, Inc., a New Jersey corporation.

1.2 The Certificate of Formation of LLC shall be the Certificate of Formation of Corporation, and it shall be changed to indicate that the name of the entity surviving the merger shall be "CFO Medical Services, LLC"

1.3 At the effective time of the merger Corporation shall be merged with and into LLC. LLC shall be the surviving entity in the merger and shall succeed to all of the rights, obligations, assets, and liabilities of Corporation as provided by law. The present operating agreement of LLC shall be the operating agreement of the entity surviving the merger.

1.4 At the effective time of the merger, the membership interests of LLC shall remain unchanged. All outstanding shares of stock of Corporation shall be canceled and converted into the right to receive the consideration set forth in Section 3.4 of that certain Agreement and Plan of Merger by and among LLC, Examworks, Inc., a Delaware corporation, Corporation and the shareholders of Corporation named therein (the "Agreement of Merger").

1.5 The merger shall be effective upon the filing of a certificate of merger with the office of the Secretary of State of the State of New Jersey.

II. ABANDONMENT

2.1 Prior to the effective date of the merger, either LLC or Corporation may abandon the merger if abandonment is authorized by the shareholders of Corporation or the member of LLC. The abandoning entity shall promptly notify the other entity of the abandonment.

III. MISCELLANEOUS

3.1 This agreement may not be amended or supplemented except by a writing executed by all the parties hereto or by the party against which enforcement is sought.

3.2 All references made and pronouns used shall be construed as singular or plural and in such gender as the sense and circumstances require.

3.3 The captions or headings of sections of this agreement are included for convenience and reference only, shall not be deemed or construed to be a part of this agreement, and shall in no way define, limit, describe or otherwise affect this agreement or any part thereof.

3.4 This agreement shall be binding upon and shall inure to the benefit of the parties hereto and to their respective successors and assigns.

3.5 This agreement shall be governed by and construed according to the laws of the State of New Jersey.

JUL 14 2008 11:02AM

CORP SERV CORP

JUL 14 2008 11:09

NO. 9903 P. 8

IN WITNESS WHEREOF, each of Corporation and LLC has caused this agreement to be executed on its behalf by a duly authorized individual.

HEALTHWORKS, LLC

By: Michael J. Burt
Michael J. Burt
Vice President and Secretary of ExamWorks, Inc.,
Its Manager

CFO MEDICAL SERVICES, INC.

By: _____
Name: David H. Baker
Title: President

[Signature Page to Piece of Paper]

TRADEMARK

REEL: 004108 FRAME: 0863

IN WITNESS WHEREOF, each of Corporation and LLC has caused this agreement to be executed on its behalf by a duly authorized individual.

EXAMWORKS NJ, LLC

By: _____
Name:
Title:

CFO MEDICAL SERVICES, INC.

By: 
Name: Edward M. Ducker
Title: President

[Signature Page to Plan of Merger]