

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cyber Medical Services, Inc.		04/04/2006	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	TelaDoc, Inc.		
Street Address:	4100 Spring Valley, Suite 600		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75244		
Entity Type:	CORPORATION: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3119711	TELADOC MEDICAL SERVICES	
CORRESPONDENCE DATA			
Fax Number:	(214)661-6609		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	214-953-5902		
Email:	cbutzeripdocket@jw.com		
Correspondent Name:	Carl C. Butzer		
Address Line 1:	901 Main Street, Suite 6000		
Address Line 4:	Dallas, TEXAS 75202		
ATTORNEY DOCKET NUMBER:	124965.2		
NAME OF SUBMITTER:	Carl C. Butzer		
Signature:	/Carl C. Butzer/		
Date:	03/22/2010		

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Total Attachments: 7

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CYBER MEDICAL SERVICES, INC.**

FILED
In the Office of the
Secretary of State of Texas

APR 07 2006

Corporations Section

ARTICLE I

Pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act (the "Act"), Cyber Medical Services, Inc., a Texas corporation (the "Corporation"), hereby adopts these Amended and Restated Articles of Incorporation (these "Restated Articles"), which accurately copy the Articles of Incorporation of the Corporation being restated and each amendment thereto that is currently in effect (the "Existing Articles of Incorporation") and as further amended as hereinafter set forth.

ARTICLE II

The name of the Corporation is Cyber Medical Services, Inc.

ARTICLE III

Each amendment made by these Restated Articles has been effected in conformity with the provisions of the Act and the constituent documents of the Corporation and such Restated Articles and each such amendment made by the Restated Articles were duly recommended by the Board of Directors and adopted by the shareholders of the Corporation.

ARTICLE IV

The Corporation currently has one million (1,000,000) shares outstanding. All of the foregoing outstanding shares were entitled to vote, and the holders of greater than two-thirds of the foregoing outstanding shares have voted, for the adoption of these Restated Articles.

ARTICLE V

The following Articles of the Existing Articles of Incorporation are amended and restated to read as set forth in the attached EXHIBIT A (unless eliminated): Article I (Name – amended); Article II (Perpetual Existence – amended); Article III (Purpose – amended); Article IV (Authorized Shares – amended); Article V (Initial Capitalization – eliminated); Article VI (Registered Office/Registered Agent – amended and renumbered as Article V); Article VII (Initial Board of Directors – eliminated); and Article VIII (Incorporator – eliminated).

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Secretary of State

**TRADEMARK
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Additionally, the following Articles have been added:

Article VI – Directors

Article VII – Preemptive Rights

Article VIII – Cumulative Voting

Article IX – Shareholder Voting

Article X – Action by Written Consent

Article XI – Bylaws

Article XII – Indemnification

Article XIII – Limitation on Liability; Indemnification

ARTICLE VI

The Existing Articles of Incorporation and all amendments thereto as currently in effect are hereby superseded by the Amended and Restated Articles of Incorporation attached hereto as EXHIBIT A.

[Remainder of this page intentionally left blank]

The Corporation's elected and authorized officer signed this certificate on April 4, 2006.

CYBER MEDICAL SERVICES, INC.


By: 
Name: Michael Gorton
Its: CEO, Chairman

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

TELADOC, INC.

**ARTICLE I
NAME**

The name of the Corporation is TelaDoc, Inc.

**ARTICLE II
PERPETUAL EXISTENCE**

The Corporation will have a perpetual existence.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act (the "Act").

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares of capital stock that the Corporation will have authority to issue is sixty million (60,000,000), comprised of fifty million (50,000,000) shares of Common Stock, having a par value of \$.001 per share, and ten million (10,000,000) shares of Preferred Stock, having a par value of \$.001 per share. Any and all shares issued by the Corporation prior to the date on which these Amended and Restated Articles of Incorporation are filed with the Secretary of State of the State of Texas shall be deemed to be shares of Common Stock.

Preferred Stock may be issued in one or more series as may be determined from time to time by the Board of Directors. All shares of any one series of Preferred Stock will be identical except as to the date of issue and the dates from which dividends on shares of the series issued on different dates will cumulate, if cumulative. Authority is hereby expressly granted to the Board of Directors to authorize the issuance of one or more series of Preferred Stock and to fix by resolution or resolutions providing for the issue of each such series the number of shares in each such series and the voting powers, designations, preferences, and relative, participating, optional, redemption, conversion, exchange or other special rights, qualifications, limitations or restrictions of such series, to the full extent now or hereafter permitted by law.

**ARTICLE V
REGISTERED OFFICE/REGISTERED AGENT**

The street address of the Corporation's registered office is 15851 N. Dallas Parkway, Suite 600, Addison, Texas 75001 and the name of its registered agent at that address is Michael Gorton.

**ARTICLE VI
DIRECTORS**

The current directors of the Corporation and their respective addresses are as follows:

<u>Director</u>	<u>Address</u>
Michael Gorton	15851 N. Dallas Parkway, Suite 600 Addison, Texas 75001
Kevin Waltzer	15851 N. Dallas Parkway, Suite 600 Addison, Texas 75001
Sam Havens	15851 N. Dallas Parkway, Suite 600 Addison, Texas 75001
Bruce Begia, M.D.	15851 N. Dallas Parkway, Suite 600 Addison, Texas 75001
Steve Cooley, M.D.	15851 N. Dallas Parkway, Suite 600 Addison, Texas 75001
Bruce Quinnell	15851 N. Dallas Parkway, Suite 600 Addison, Texas 75001

**ARTICLE VII
PREEMPTIVE RIGHTS**

No shareholder of the Corporation will, solely by reason of holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any

class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such shareholder. The Board of Directors may authorize the issuance of, and the Corporation may issue, shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase any such shares, without offering the same to the existing holders of any class of shares of the Corporation.

ARTICLE VIII CUMULATIVE VOTING

Shareholders of the Corporation will not have the right of cumulative voting for the election of directors or for any other purpose.

ARTICLE IX SHAREHOLDER VOTING

Any action that under the provisions of the Act would, but for this Article IX, be required to be authorized by the affirmative vote of the holders of any specified portion of the shares of the Corporation will require the approval of the holders of a majority of the shares of the Corporation entitled to vote on that matter.

ARTICLE X ACTION BY WRITTEN CONSENT

Any action required or permitted by law, these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

Prompt notice of the taking of any action by shareholders without a meeting by less than unanimous written consent shall be given to those shareholders who did not consent in writing to the action.

ARTICLE XI BYLAWS

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws.

ARTICLE XII INDEMNIFICATION

(a) The Corporation will, to the fullest extent permitted by the Act, as the same exists or may hereafter be amended, indemnify any and all persons who are or were serving

as a director or officer of the Corporation, or who are or were serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee or employee of another corporation, partnership, limited liability company, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, from and against any and all of the expenses, liabilities or other matters referred to in or covered by the Act. Such indemnification may be provided pursuant to any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the capacity of director or officer and as to action in another capacity while holding such office, and will continue as to a person who has ceased to be a director or officer and inure to the benefit of the heirs, executors and administrators of such a person.

(b) If a claim under this Article is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant will also be entitled to be paid the expense of prosecuting such claim. It will be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct that make it permissible under the laws of the State of Texas for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense will be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the laws of the State of Texas nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its shareholders) that the claimant has not met such applicable standard of conduct, will be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

ARTICLE XIII LIMITATION ON LIABILITY; INDEMNIFICATION

To the fullest extent permitted by the laws of the State of Texas as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director. Any repeal or modification of this Article will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article.