

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TelaDoc, Inc.		10/16/2008	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: DELAWARE		
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:	124965.1		
NAME OF SUBMITTER:	Carl C. Butzer		
Signature:	/Carl C. Butzer/		
Date:	03/22/2010		

CH \$40.00 3119711

Total Attachments: 2

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Delaware

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The First State

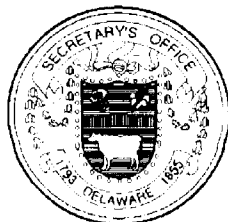
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CORPORATION UNDER THE NAME OF "TELADOC, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 2008, AT 5:47 O'CLOCK P.M.

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

4596317 8100V

081044883

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6916613

DATE: 10-17-08

TRADEMARK
REEL: 004171 FRAME: 0927

CERTIFICATE OF CONVERSION
of
TELADOC, INC.
(a Texas corporation)
into
TELADOC, INC.
(a Delaware corporation)

Pursuant to Section 265 of the Delaware General Corporation Law, TelaDoc, Inc., a Texas corporation (the "*Non-Delaware Corporation*"), adopts this Certificate of Conversion (this "*Certificate*"), whereby such Non-Delaware Corporation will be converted into a Delaware corporation to be known as "TelaDoc, Inc." (the "*Delaware Corporation*");

1. The jurisdiction where the Non-Delaware Corporation first formed is Texas.
2. The jurisdiction of the Non-Delaware Corporation immediately prior to filing this Certificate is Texas.
3. The date the Non-Delaware Corporation first formed is June 13, 2002.
4. The name of the Non-Delaware Corporation immediately prior to filing this Certificate is "TelaDoc, Inc."
5. The name of the Delaware Corporation as set forth in its Certificate of Incorporation is "TelaDoc, Inc."

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation has executed this Certificate on the 16 of October, 2008.

TELADOC, INC.,
a Texas corporation

By: 

Bill Giles, Chief Financial Officer