

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ZC Sterling Corporation		02/15/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Sterling National Corporation		
Street Address:	210 Interstate North Parkway, Suite 400		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30339		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77632848	MEDICARE MARKETPLACE	
CORRESPONDENCE DATA			
Fax Number:	(202)637-3593		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-383-0100		
Email:	eteas@sutherland.com		
Correspondent Name:	Christina J. Galus, Sutherland		
Address Line 1:	1275 Pennsylvania Ave., NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004-2415		
ATTORNEY DOCKET NUMBER:	19750-007STERLINGNATIONAL		
NAME OF SUBMITTER:	Christina J. Galus		
Signature:	/christina j galus/		
Date:	07/15/2010		

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Total Attachments: 3

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Delaware

PAGE 1

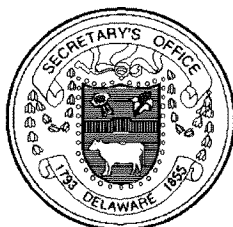
The First State

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 RESTATED CERTIFICATE OF "ZC STERLING CORPORATION", CHANGING ITS NAME FROM "ZC STERLING CORPORATION" TO "STERLING NATIONAL CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2010, AT 6:52 O'CLOCK P.M.


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

2799017 8100

100181957



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7829988

DATE: 02-23-10

TRADEMARK
REEL: 004243 FRAME: 0332

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

ZC STERLING CORPORATION

It is hereby certified that:

The present name of the corporation (hereinafter called the "Corporation") is ZC Sterling Corporation. The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of Delaware was September 22, 1997 and the initial name was ZC Sterling Holdings, Inc.

This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware. The Corporation's sole stockholder has consented in writing to the adoption of this Amended and Restated Certificate of Incorporation.

The text of the Certificate of Incorporation of the Corporation as amended hereby is restated to read in its entirety as follows:

FIRST: The name of the Corporation is Sterling National Corporation (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares of Common Stock with a par value of one cent (\$0.01) per share.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors of the Corporation is expressly authorized and empowered to adopt, alter, amend and repeal the By-laws of the Corporation.

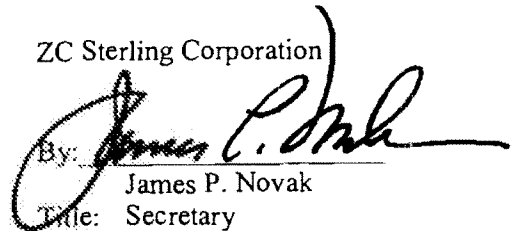
B. Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

C. Meetings of the stockholders may be held within or without the State of Delaware, as the By-laws may provide. The books of the Corporation may be kept at such place within or without the State of Delaware as the By-laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

SEVENTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended after the date of this Certificate of Incorporation to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, ZC Sterling Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by the undersigned this 15th day of February, 2010.

ZC Sterling Corporation
By: 
James P. Novak
Title: Secretary