

**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
Worldwide Insurance Services, Inc.		12/22/2010	CORPORATION: VIRGINIA

**RECEIVING PARTY DATA**

Name:	Worldwide Insurance Services, LLC
Street Address:	One Radnor Corporate Center
Internal Address:	Suite 100
City:	Radnor
State/Country:	PENNSYLVANIA
Postal Code:	19087
Entity Type:	LIMITED LIABILITY COMPANY: VIRGINIA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	3435805	HEALTHCAREPLUS

**CORRESPONDENCE DATA**

Fax Number: (202)739-3001  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2027395517  
 Email: cklein@morganlewis.com  
 Correspondent Name: Carole R. Klein  
 Address Line 1: 1111 Pennsylvania Avenue, NW  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:	Carole R. Klein
Signature:	/Carole R. Klein/
Date:	01/13/2011

Total Attachments: 6

**900181256**

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**CH \$40.00 3435805**

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ARTICLES OF ENTITY CONVERSION  
OF  
Worldwide Insurance Services, Inc.

The undersigned, on behalf of the corporation set forth below, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to the filing of these articles of entity conversion is Worldwide Insurance Services, Inc. The corporation shall convert to a Virginia limited liability company and its name shall be Worldwide Insurance Services, LLC.
2. The plan of entity conversion, pursuant to § 13.1-722.10 of the Code of Virginia, is set forth as follows:
  - A. The full text of the articles of organization of the resulting limited liability company as they will be in effect immediately after consummation of the conversion is attached hereto.
  - B. The full text of the plan of entity conversion is attached hereto.
  - C. The conversion of Worldwide Insurance Services, Inc. into Worldwide Insurance Services, LLC shall be effective at 12:01 am on January 1, 2011.
3. The plan of entity conversion was adopted by the unanimous consent of the shareholders.

Executed in the name of the corporation by:

  
\_\_\_\_\_

Andrew G. Conn

12-22-10

President

(corporation's SCC ID no.) 04909552

610-254-8702

**PLAN OF ENTITY CONVERSION**

converting

**Worldwide Insurance Services, Inc.**

(a Virginia corporation)

to

**Worldwide Insurance Services, LLC**

(a Virginia limited liability company)

**BACKGROUND**

WORLDWIDE INSURANCE SERVICES, INC., a Virginia corporation ("Converting Entity"), desires to effect the conversion (this "Conversion") of Converting Entity from a Virginia corporation to WORLDWIDE INSURANCE SERVICES, LLC, a Virginia limited liability company ("Surviving Entity"), upon the terms and conditions set forth in this Plan of Conversion and pursuant to the applicable corporation and limited liability company laws of the Commonwealth of Virginia (the "State Laws").

**TERMS AND CONDITIONS**

1. **Conversion.** Converting Entity shall effect this Conversion upon the terms and subject to the conditions set forth in this Plan of Conversion (this "Plan of Conversion").

(a) **The Conversion.** At the Effective Time (as hereinafter defined), Converting Entity shall be converted to Surviving Entity pursuant to this Plan of Conversion. Converting Entity shall continue Converting Entity's existence in the organizational form of Surviving Entity, all upon the terms and subject to the conditions provided for in this Plan of Conversion and pursuant to the State Laws. Surviving Entity shall be governed by the Virginia Limited Liability Company Act, Title 13.1, Chapter 12, *et. seq.*, of the State Laws.

(b) **Effect of the Conversion.** This Conversion shall have the effect provided therefor by the State Laws. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time (i) all the rights, privileges, immunities, powers and franchises, of a public as well as of a private nature, and all property, real, personal and mixed, and all debts due on whatever account, including without limitation all choses in action and all and every other interest of or belonging to or due to Converting Entity shall be vested in Surviving Entity without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter effectually the property of Surviving Entity, as they were of Converting Entity, and (ii) all debts, liabilities, duties and obligations of Converting Entity shall become the debts, liabilities, duties and obligations of Surviving Entity and Surviving Entity shall thenceforth be responsible and liable for all the debts, liabilities, duties and obligations of Converting Entity and neither the rights of creditors nor any liens upon the property of Converting Entity shall be impaired by this Conversion, and may be enforced against Surviving Entity, as they were enforceable against Converting Entity.

(c) **Consummation of the Conversion.** Articles of Entity Conversion and Articles of Organization (together, the "Articles") shall be filed with the Office of the Clerk of the State Corporation Commission for the Commonwealth of Virginia in accordance with the

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provisions of the State Laws, and this Conversion shall become effective at 12:01 am on January 1, 2011 (the "Effective Time").

2. Members. Highway to Health, Inc., which is the sole shareholder of the Converting Entity, shall become the sole member of the Surviving Entity.

3. Capital Stock. The shares held by the sole shareholder of the Converting Entity, which represent 100% of the issued and outstanding capital stock of the Converting Entity, will be converted into 100% of the issued and outstanding membership interests in the Surviving Entity, which membership interests shall bear the same relative rights, preferences and limitations as previously existing among the shares of the Converting Entity.

4. Articles of Organization; Operating Agreement; Directors and Officers. The Articles of Organization of Surviving Entity, attached hereto as Exhibit A, shall become effective at the Effective Time and shall continue to be such until thereafter amended in accordance with law. The sole member shall enter an Operating Agreement with respect to the Surviving Entity, and such Operating Agreement shall be effective at the Effective Time and continuing until thereafter amended in accordance with applicable law. The Directors and Officers of Surviving Entity shall be those Directors and Officers of Converting Entity holding such positions at the Effective Time.

5. Further Assurances. Upon and after the Effective Time, Surviving Entity, or its authorized officers, shall, in its own name or that of Converting Entity as necessary or desirable, execute such documents and other instruments and take such further actions as may be reasonably necessary or desirable to carry out the provisions of this Plan of Conversion, to consummate the transactions contemplated hereby, and to evidence the consummation of such transactions.

\* \* \*



LLC-1011  
(07/06)

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

ARTICLES OF ORGANIZATION OF A  
DOMESTIC LIMITED LIABILITY COMPANY

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia the undersigned states as follows:

1. The name of the limited liability company is

**Worldwide Insurance Services, LLC.**

(The name must contain the words limited company or limited liability company or the abbreviation L.C., LC, LLC, or L.L.C.)

2. A. The name of the limited liability company's initial registered agent is

**CT Corporation System, 4701 Cox Rd, Suite 301, Glen Allen, VA 23060.**

B. The registered agent is (mark appropriate box):

- (1) an INDIVIDUAL who is a resident of Virginia and
  - a member or manager of the limited liability company.
  - a member or manager of a limited liability company that is a member or manager of the limited liability company.
  - an officer or director of a corporation that is a member or manager of the limited liability company.
  - a general partner of a general or limited partnership that is a member or manager of the limited liability company.
  - a trustee of a trust that is a member or manager of the limited liability company.
  - a member of the Virginia State Bar.

OR

(2)  a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

3. The limited liability company's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is

**c/o CT Corporation System, 4701 Cox Rd, Suite 301, Glen Allen, VA 23060.**  
(number/street) (city or town) (zip)

which is physically located in the  county or  city of **Henrico**.

4. The limited liability company's principal office address, including the street and number, is

**One Radnor Corporate Center, Suite 100, Radnor, PA 19087.**  
(number/street) (city or town) (state) (zip)

To be effective on January 1, 2011

Organizer(s):

(signature)

**Andrew G. Conn**  
(printed name)

**12-22-10**  
(date)

**610-254-8702**  
(telephone number (optional))

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**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

AT RICHMOND, DECEMBER 28, 2010

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

**WORLDWIDE INSURANCE SERVICES, INC.**

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

**CERTIFICATE OF ENTITY CONVERSION**

be issued and admitted to record with the articles of entity conversion and articles of organization in the Office of the Clerk of the Commission, effective January 1, 2011.

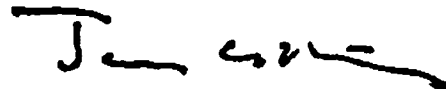
When the certificate becomes effective, **WORLDWIDE INSURANCE SERVICES, INC.** is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

**Worldwide Insurance Services, LLC**

The limited liability company is granted the authority conferred on it by law in accordance with its articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri  
Commissioner

CNVRLACT  
CIS0368  
10-12-28-1104

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# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of the articles of entity conversion filed in the Clerk's Office of the Commission on January 01, 2011 by Worldwide Insurance Services, LLC, a Virginia limited liability company.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:  
January 4, 2011*



*Joel H. Peck*  
\_\_\_\_\_  
*Joel H. Peck, Clerk of the Commission*

CIS0505

RECORDED: 01/13/2011

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