

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
Providence Health Solutions, LLC		08/04/2010	LIMITED LIABILITY COMPANY: RHODE ISLAND
RECEIVING PARTY DATA			
Name:	Shape Up, Inc.		
Street Address:	111 Chestnut Street		
City:	Providence		
State/Country:	RHODE ISLAND		
Postal Code:	02903		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3796222	SHAPE UP THE NATION	
CORRESPONDENCE DATA			
Fax Number:	(888)955-8685		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617.239.0419		
Email:	trademark@eapdlaw.com		
Correspondent Name:	Edwards Angell Palmer & Dodge LLP		
Address Line 1:	PO BOX 130		
Address Line 2:	FDR Station		
Address Line 4:	New York, NEW YORK 10150		
ATTORNEY DOCKET NUMBER:	308940-4000		
NAME OF SUBMITTER:	Patrick J. Concannon		
Signature:	/PJC/		

CH \$40.00 3796222

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**TRADEMARK
 REEL: 004519 FRAME: 0148**

Date:

04/11/2011

Total Attachments: 2

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Delaware

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The First State

I, JEFFREY W. BULLOCK, 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 RHODE ISLAND LIMITED LIABILITY COMPANY UNDER THE NAME OF "PROVIDENCE HEALTH SOLUTIONS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "PROVIDENCE HEALTH SOLUTIONS, LLC" TO "SHAPE UP, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF AUGUST, A.D. 2010, AT 12:13 O'CLOCK P.M.


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

4856071 8100V

100800252

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8152270

DATE: 08-04-10

TRADEMARK
REEL: 004519 FRAME: 0150

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is Rhode Island.
- 2.) The jurisdiction immediately prior to filing this Certificate is Rhode Island.
- 3.) The date the Limited Liability Company first formed is October 18, 2006.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Providence Health Solutions, LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Shape Up, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 4 day of August, A.D. 2010.

By: /s/ Rajiv Kumar

Name: Rajiv Kumar
Print or Type

Title: Managing Member
Print or Type