

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		CHANGE OF NAME	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
TelaDoc, Inc.		12/20/2010	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Teladoc, Inc.		
<b>Street Address:</b>	4100 Spring Valley, Suite 600		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75244		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3119711	TELADOC MEDICAL SERVICES	
<b>Registration Number:</b>	3873546	TELADOC	
<b>Serial Number:</b>	85003993	TELADOC	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(214)661-6609		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
<b>Phone:</b>	214-953-5902		
<b>Email:</b>	cbutzeripdocket@jw.com		
<b>Correspondent Name:</b>	Carl C. Butzer		
<b>Address Line 1:</b>	901 Main Street, Suite 6000		
<b>Address Line 4:</b>	Dalals, TEXAS 75202		
<b>ATTORNEY DOCKET NUMBER:</b>	124965.1		
<b>NAME OF SUBMITTER:</b>	Carl C. Butzer		
<b>Signature:</b>	/Carl C. Butzer/		

CH \$90.00 3119711

**900190469**

**TRADEMARK  
 REEL: 004530 FRAME: 0417**

Date:

04/28/2011

**Total Attachments: 6**

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# Delaware

PAGE 1

*The First State*

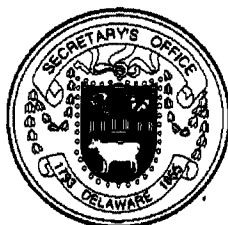
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "TELADOC, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2010, AT 2:43 O'CLOCK P.M.

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

4596317 8100

101210772

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8441396

DATE: 12-20-10

TRADEMARK  
REEL: 004530 FRAME: 0419

**CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
TELADOC, INC.**

TelaDoc, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. The name of the Corporation is TelaDoc, Inc. The Corporation's initial Certificate of Incorporation was filed with the Delaware Secretary of State on October 16, 2008, and was amended and restated in its entirety pursuant to that certain Amended and Restated Certificate of Corporation filed with the Delaware Secretary of State on November 19, 2009 (the "Amended and Restated Certificate of Incorporation").

2. The amendment of the Amended and Restated Certificate of Incorporation herein certified has been duly adopted pursuant to resolutions of the Board of Directors of the Corporation and written consent of the stockholders of the Corporation has been given in accordance with the provisions of the Amended and Restated Certificate of Incorporation and Sections 228 and 242 of the General Corporation Laws of the State of Delaware.

3. The Amended and Restated Certificate of Incorporation is hereby amended as follows:

(a) Article I of the Amended and Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

**"ARTICLE I**

**The name of the Corporation is Teladoc, Inc."**

(b) Section 5.3(i) of Article V of the Amended and Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

"(i) cause the number of shares of Common Stock or Options authorized to be issued to employees or directors of, or consultants or advisors to, the Corporation or any of its subsidiaries pursuant to a plan, agreement or arrangement authorized by the Board of Directors, to exceed, in the aggregate, 19,352,316 shares of Common Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares);"

(c) Section 8.1 of Article V of the Amended and Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

"8.1 Series C-1, Series C-2 and Series C-3 Redemption. All shares of Series C-1 Preferred Stock, Series C-2 Preferred Stock and Series C-3 Preferred Stock shall be redeemed by the Corporation out of funds lawfully available therefor at a price per share equal to the sum of (A) the Series C-1 Original Issue Price, Series C-2 Original Issue Price or Series C-3 Original Issue Price, as applicable, plus (B) any Series C-1 Accruing Dividends, Series C-2 Accruing Dividends or Series C-3 Accruing Dividends, as applicable, accrued but unpaid thereon, whether or not declared, together with any other dividends declared or accrued but unpaid thereon (the "Series C-1 Redemption Price," "Series C-2 Redemption Price," and "Series C-3 Redemption Price," respectively), at any time commencing not more than 90 days after receipt by the Corporation of written notice requesting redemption of all shares of Series C-1 Preferred Stock, Series C-2 Preferred Stock and Series C-3 Preferred Stock either (i) on or after the Series C Original Issue Date *but prior to* the SEIU Redemption Termination (as defined below), from the holders of at least a ninety-five percent (95%) of the shares of Series C-1 Preferred Stock, voting together as a single class, or (ii) on or after the fifth anniversary of the Series C Original Issue Date, from the holders of at least a majority of the then outstanding shares of Series C-1 Preferred Stock, Series C-2 Preferred Stock and Series C-3 Preferred Stock, voting together as a single class with such majority including the approval of the shares held by either HLM or Cardinal (the date of such payment being referred to as the "Series C Redemption Date"). If the Corporation does not have sufficient funds legally available to redeem on the Series C Redemption Date all shares of Series C-1 Preferred Stock, Series C-2 Preferred Stock and Series C-3 Preferred Stock to be redeemed on the Series C Redemption Date, the Corporation shall redeem a pro rata portion of each holder's Series C-1 Preferred Stock, Series C-2 Preferred Stock and/or Series C-3 Preferred Stock out of funds legally available therefor, based on the respective amounts which would otherwise be payable in respect of the shares to be redeemed if the legally available funds were sufficient to redeem all such shares, and shall redeem the remaining shares to have been redeemed as

soon as practicable after the Corporation has funds legally available therefor. For purposes of this Subsection 8.1, the following terms shall have the respective meanings set forth below:

8.1.1 "SEIU Litigation" means Case No. CIV09-4279 MMM(PJWx) filed June 15, 2009 with the United States District Court, Central District of California as brought by John Ronches as Fiduciary of the Long Term Care Workers Health Plan, on behalf of the Plan participants and beneficiaries and as Trustee of the Long Term Care Workers Health Trust Fund, on behalf of the Trust and its beneficiaries, SEIU United Long Term Care Workers Local 6434, as Fiduciary of the Long Term Care Workers Health Plan, on its own behalf, and on behalf of its members, as Plaintiffs, versus Dickerson Employee Benefits, Inc., Tyrone Freeman, and TelaDoc, Inc., as Defendants, and all attendant litigation and proceedings related thereto.

8.1.2 "SEIU Redemption Termination" means the earlier of (i) the settlement, abandonment, dismissal with prejudice, or other final adjudication of the SEIU Litigation and all pending or future claims (including counter-claims, claims by co-defendants and claims asserted under rights of subrogation), litigation and proceedings by Dickerson Employee Benefits, Inc. or others related to the facts alleged in the SEIU Litigation, (ii) the second (2<sup>nd</sup>) anniversary of the Second Closing (as defined in the Securities Purchase Agreement) under the Securities Purchase Agreement, and (iii) the election to repeal the redemption right set forth under Subsection 8.1(i) by the holders of at least a majority of the Series C-1 Preferred Stock, voting together as a single class, with such election including at a minimum all of the shares of Series C-1 Preferred Stock, Series C-2 Preferred Stock and Series C-3 Preferred Stock held by HLM or Cardinal."

Except as expressly modified by this Certificate of Amendment of the Amended and Restated Certificate of Incorporation, all of the terms and conditions of the Amended and Restated Certificate of Incorporation shall continue unchanged and in full force and effect.

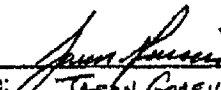
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4. This Certificate of Amendment of the Amended and Restated Certificate of Incorporation shall be effective upon acceptance for filing by the Delaware Secretary of State.

***[Signature Page Follows]***

IN WITNESS WHEREOF, this Certificate has been subscribed this 20<sup>th</sup> day of December, 2010, by the undersigned who affirms that the statements made herein are true and correct.

Teladoc, Inc.

By:   
Name: JASON GOREN  
Title: CEO

**CERTIFICATE OF AMENDMENT**

Signature Page