

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
SHPS Health Management Solutions, Inc.		09/01/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Carewise Health, Inc.
Street Address:	9200 Shelbyville Road
Internal Address:	Suite 700
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40222
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	1574030	CAREWISE
Registration Number:	2012144	BABYWISE
Registration Number:	2023281	LIVINGWISE
Registration Number:	2805695	
Registration Number:	3357100	CAREWISE
Registration Number:	3357158	CARE WISE
Registration Number:	3772260	CAREWISE HEALTH
Registration Number:	3775345	
Registration Number:	3853283	CAREWISE HEALTH
Serial Number:	85057609	BECOME
Serial Number:	85057644	SHINE
Registration Number:	3853329	
Serial Number:	85196742	WELLMOVEMENT

CH \$365.00 1574030

Serial Number:

85196760

BUILDING A WELLNATION

CORRESPONDENCE DATA

Fax Number: (502)581-1087

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: cstewart@fbtlaw.com

Correspondent Name: Cynthia L. Stewart

Address Line 1: 400 West Market Street

Address Line 2: 32nd Floor

Address Line 4: Louisville, KENTUCKY 40202

ATTORNEY DOCKET NUMBER:

SHPS

NAME OF SUBMITTER:

Cynthia L. Stewart

Signature:

/Cynthia L. Stewart/

Date:

06/07/2011

Total Attachments: 2

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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 CERTIFICATE OF AMENDMENT OF "SHPS HEALTH MANAGEMENT SOLUTIONS, INC.", CHANGING ITS NAME FROM "SHPS HEALTH MANAGEMENT SOLUTIONS, INC." TO "CAREWISE HEALTH, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2010, AT 9:43 O'CLOCK A.M.

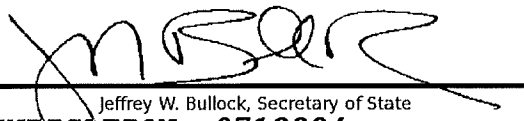
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF SEPTEMBER, A.D. 2010.

2122647 8100

110444170

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8713324

DATE: 04-25-11

TRADEMARK
REEL: 004556 FRAME: 0046

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation law of the State of Delaware does hereby certify:

FIRST: That in accordance with Section 228 of the General Corporation Law of the State of Delaware ("DGCL"), pursuant to the unanimous written consent of the members of the Board of Directors of SHPS Health Management Solutions, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing the amendment to be submitted to the sole stockholder of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the first paragraph so that it shall be and read as follows:

FIRST: The name of this Corporation is Carewise Health, Inc.

SECOND: That thereafter, in accordance with DGCL Section 228, pursuant to the written consent of the sole stockholder, a resolution was adopted approving said amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of DGCL Section 242. This document is effective September 1, 2010.

IN WITNESS WHEREOF, SHPS Health Management Solutions, Inc. has caused this Certificate to be signed by its duly authorized officer, this 25th day of August, 2010.

By: David P. Hanks
Name: David P. Hanks
Title: Secretary