

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Health Contact Partners, Inc.		12/15/2012
			Entity Type
			CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	Health Fitness Corporation		
Street Address:	1700 West 82nd Street		
Internal Address:	Suite 200		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55431		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 4			
	Property Type	Number	Word Mark
	Registration Number:	3312029	MYNURSE 24 7
	Registration Number:	3364891	MYNURSE 24/7 SIMPLY CARING
	Registration Number:	3477684	WELGENIX
	Registration Number:	3535713	MEMBERCARE 24/7
CORRESPONDENCE DATA			
Fax Number:	3363785400		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	336-378-5200		
Email:	wanda.armstrong@smithmoorelaw.com		
Correspondent Name:	Kimberly Bullock Gatling		
Address Line 1:	Smith Moore Leatherwood LLP		
Address Line 2:	PO Box 21927		
Address Line 4:	Greensboro, NORTH CAROLINA 27420		

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TRADEMARK

ATTORNEY DOCKET NUMBER:	07100425.000012
NAME OF SUBMITTER:	Kimberly Bullock Gatling
Signature:	/kgb/
Date:	08/07/2013
Total Attachments: 4 source=MERGER#page1.tif source=MERGER#page2.tif source=MERGER#page3.tif source=MERGER#page4.tif	

**Office of the Minnesota Secretary of State  
Certificate of Merger**

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Names of Merging Entities:

MINNESOTA: HEALTH FITNESS CORPORATION

ILLINOIS: HEALTH CONTACT PARTNERS, INC.

Home Jurisdiction and Name of Surviving Entity:

MINNESOTA: HEALTH FITNESS CORPORATION

Name of Surviving Entity after Effective Date of Merger:

HEALTH FITNESS CORPORATION

This certificate has been issued on: 12/20/2012



*Mark Ritchie*

Mark Ritchie  
Secretary of State  
State of Minnesota

TRADEMARK

REEL: 005086 FRAME: 0987

**PLAN OF MERGER OF  
HEALTH CONTACT PARTNERS, INC. INTO HEALTH FITNESS CORPORATION**

This Plan and Agreement of Merger made effective as of the 15th day of December, 2012, by and between Health Contact Partners, Inc., an Illinois corporation ("HCP"), and Health Fitness Corporation, a Minnesota corporation ("HFC").

**WITNESSETH:**

**WHEREAS**, HCP is a Corporation organized and existing under the laws of the State of Illinois, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Illinois on January 15, 2002; and

**WHEREAS**, HFC is a corporation organized and existing under the laws of the State of Minnesota; and

**WHEREAS**, the aggregate number of shares which HCP has authority to issue is 10,000; and

**WHEREAS**, the aggregate number of shares which HFC has authority to issue is 1,000; and

**WHEREAS**, the Board of Directors of each of the constituent corporations deems it advisable that HCP be merged into HFC on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Illinois and the State of Minnesota, respectively, which permit such merger;

**NOW, THEREFORE**, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, HCP and HFC, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

**ARTICLE I**

Effective as of 11:59 pm Eastern Time on December 31, 2012, HFC and HCP shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Minnesota and the State of Illinois, by HCP merging into HFC, which shall be the surviving Corporation.

**ARTICLE II**

Upon the merger becoming effective as provided in the applicable laws of the State of Minnesota and of the State of Illinois (the time when the merger shall so become effective being sometimes herein referred to as the "EFFECTIVE DATE OF THE MERGER", which shall be as of 11:59 pm Central Time on December 31, 2012):

1. The two Constituent Corporations shall be a single corporation, which shall be Health Fitness Corporation as the Surviving Corporation, and the separate existence of Health Contact Partners,

Inc., shall cease except to the extent provided by the laws of the State of Minnesota and Illinois in the case of a corporation after its merger into another corporation.

#### ARTICLE III

The Articles of Incorporation of Health Fitness Corporation shall not be amended in any respect by reason of this Plan and Agreement of Merger.

#### ARTICLE IV

The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows: All shares of HCP shall be cancelled and all shares of HFC shall continue in effect. No additional shares of HFC shall be issued as a result hereof and no rights shall be affected as the result hereof. Shares of HCP are wholly owned by HFC.

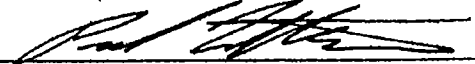
#### ARTICLE V

The surviving corporation agrees that it may be served with process in the State of Illinois in any proceeding for enforcement of any obligation of any constituent corporation of Illinois, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders, and irrevocably appoints the Secretary of State of Illinois as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 1700 West 82nd Street, Suite 200, Minneapolis, Minnesota, 55431.

IN WITNESS WHEREOF, HFC and HCP, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.


Health Contact Partners, Inc.  
An Illinois Corporation

By: \_\_\_\_\_

  
Paul J. Lotharius, President and CEO

HEALTH FITNESS CORPORATION  
A Minnesota Corporation

By: \_\_\_\_\_

  
Paul J. Lotharius, President and CEO