

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM304878

| | | | |
|---|----------------------------------|-----------------------|---|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 03/31/2014 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Healthcare Data Services LLC | | 03/28/2014 | LIMITED LIABILITY COMPANY: MASSACHUSETTS |
| RECEIVING PARTY DATA | | | |
| Name: | athenahealth, Inc. | | |
| Street Address: | 311 Arsenal Street | | |
| City: | Watertown | | |
| State/Country: | MASSACHUSETTS | | |
| Postal Code: | 02472 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3692215 | HDS ANALYST | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 6175744112 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 617-574-6431 | | |
| Email: | jdardano@goulstonstorrs.com | | |
| Correspondent Name: | Joanne M. Dardano | | |
| Address Line 1: | 400 Atlantic Avenue | | |
| Address Line 4: | Boston, MASSACHUSETTS 02110-3333 | | |
| NAME OF SUBMITTER: | Joanne M. Dardano | | |
| SIGNATURE: | /Joanne M. Dardano/ | | |
| DATE SIGNED: | 05/19/2014 | | |
| Total Attachments: 6 | | | |
| source=HEALTHCARE DATA SERVICES LLC - CERTIFICATE OF MERGER DE#page1.tif | | | |
| source=HEALTHCARE DATA SERVICES LLC - CERTIFICATE OF MERGER DE#page2.tif | | | |
| source=HEALTHCARE DATA SERVICES LLC - CERTIFICATE OF MERGER DE#page3.tif | | | |
| source=HEALTHCARE DATA SERVICES LLC - Certificate of Merger MA#page1.tif | | | |

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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 MERGER, WHICH MERGES:

"HEALTHCARE DATA SERVICES LLC", A MASSACHUSETTS LIMITED LIABILITY COMPANY,

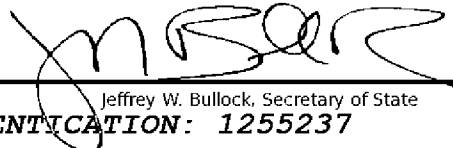
WITH AND INTO "ATHENAHEALTH, INC." UNDER THE NAME OF "ATHENAHEALTH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2014, AT 10:24 O'CLOCK A.M.

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

2787961 8100M

140403423




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1255237

DATE: 04-01-14

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

TRADEMARK
REEL: 005282 FRAME: 0533

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 MERGER, WHICH MERGES:

"HEALTHCARE DATA SERVICES LLC", A MASSACHUSETTS LIMITED LIABILITY COMPANY,

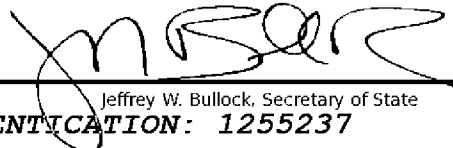
WITH AND INTO "ATHENAHEALTH, INC." UNDER THE NAME OF "ATHENAHEALTH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2014, AT 10:24 O'CLOCK A.M.

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TRADEMARK
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CERTIFICATE OF MERGER

MERGING

HEALTHCARE DATA SERVICES LLC

WITH AND INTO

ATHENAHEALTH, INC.

Pursuant to Title 8, Section 264 of the Delaware General Corporation Law, athenahealth, Inc., a Delaware corporation (the "**Corporation**"), does hereby certify to the following information relating to the merger (the "**Merger**") of Healthcare Data Services LLC, a Massachusetts limited liability company (the "**Subsidiary**"), with and into the Corporation, with the Corporation remaining as the surviving corporation.

First: The name and state of domicile of each of the constituent entities are:

| <u>Name</u> | <u>State of Domicile</u> |
|------------------------------|--------------------------|
| athenahealth, Inc. | Delaware |
| Healthcare Data Services LLC | Massachusetts |

Second: An Agreement and Plan of Merger, dated as of March 28, 2014 (the "**Merger Agreement**"), by and between the Corporation and the Subsidiary has been approved, adopted, certified, executed and acknowledged by each of the Corporation and the Subsidiary.

Third: The name of the surviving corporation is "athenahealth, Inc."

Fourth: The certificate of incorporation of the Corporation shall be the certificate of corporation of the surviving corporation.

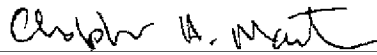
Fifth: The Merger Agreement is on file at athenahealth, Inc., 311 Arsenal Street, Watertown, MA 02472, the place of business of the surviving corporation.

Sixth: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of the Corporation or member of the Subsidiary.

Seventh: The Merger shall be effective on March 31, 2014.

IN WITNESS WHEREOF, athenahealth, Inc. has caused this Certificate of Merger to be signed by the undersigned authorized person this 28th day of March, 2014.

ATHENAHEALTH, INC.

By: 
Name: Christopher A. Martin
Title: Assistant Secretary

**CERTIFICATE OF CONSOLIDATION/MERGER AND CANCELLATION
OF DOMESTIC LIMITED LIABILITY COMPANY
INTO FOREIGN CORPORATION**

Pursuant to General Laws, Chapter 156C, Section 61

Pursuant to Section 61 of the Massachusetts General Laws, Chapter 156C, Healthcare Data Services LLC, a Massachusetts limited liability company, and athenahealth, Inc., a Delaware corporation, DO HEREBY CERTIFY AS FOLLOWS:

FIRST: The entities which are to merge are:

athenahealth, Inc. (Federal Identification No. 04-3387530), a corporation incorporated in the State of Delaware on August 21, 1997, and located at 311 Arsenal Street, Watertown, MA 02472.

Healthcare Data Services LLC (Federal Identification No. 33-1046390), a limited liability company formed in the Commonwealth of Massachusetts on January 30, 2003, and located at 311 Arsenal Street, Watertown, MA 02472.

SECOND: The Agreement and Plan of Merger, dated as of March 28, 2014 (the "Agreement"), by and between athenahealth, Inc. and Healthcare Data Services LLC setting forth the terms and conditions of the merger, has been approved and executed by each of the entities which are to merge.

THIRD: The name of the surviving entity is athenahealth, Inc. (Federal Identification No. 04-3387530).

FOURTH: The merger shall become effective on March 31, 2014.

FIFTH: The Agreement is on file at the place of business of athenahealth, Inc., the surviving corporation, located at 311 Arsenal Street, Watertown, MA 02472.

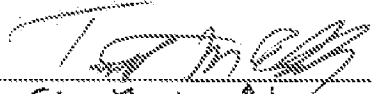
SIXTH: A copy of the Agreement will be furnished by athenahealth, Inc., on request and without cost, to any member of Healthcare Data Services LLC or any person holding an interest in athenahealth, Inc.

SEVENTH: athenahealth, Inc. agrees, if it does not continually maintain an agent for service of process in the Commonwealth of Massachusetts, to appoint irrevocably the Secretary of the Commonwealth of Massachusetts to be its true and lawful attorney upon whom all lawful process in any action or proceeding in the Commonwealth of Massachusetts may be served in the manner set forth in M.G.L. Chapter 156D, Section 15.10.

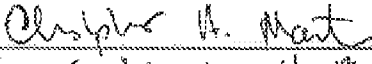
This Certificate of Consolidation/Merger and Cancellation shall act as a certificate of cancellation for Healthcare Data Services LLC.

IN WITNESS WHEREOF and under penalties of perjury we have hereto signed our names this
28th day of March, 2014.

HEALTHCARE DATA SERVICES LLC

By: 
Name: Timothy M. Adams
Title: Treasurer

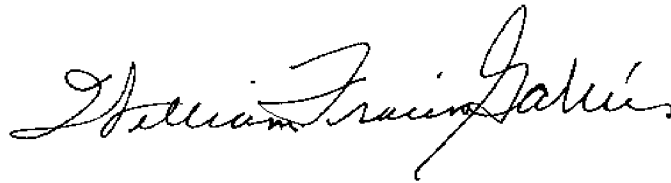
ATHENAHEALTH, INC.

By: 
Name: Christopher H. Martin
Title: Assistant Secretary

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

March 31, 2014 04:11 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth