

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM321956

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MD On-Line Solutions, Inc.	FORMERLY MDOL Acquisition Corp	12/24/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	M.D. On-Line, Inc.
Street Address:	6 Century Drive
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	3796543	INSYNC
Registration Number:	3729454	INTIVIA
Registration Number:	3729455	TAKING THE HASSLE OUT OF HEALTHCARE

CORRESPONDENCE DATA

Fax Number: 9734558118

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.

Phone: 973-455-1057

Email: jdc@cm-legal.com

Correspondent Name: Jonathan D Clemente, Esq.

Address Line 1: PO Box 1296

Address Line 4: Morristown, NEW JERSEY 07962

NAME OF SUBMITTER:	Jonathan D Clemente
SIGNATURE:	/jdc/
DATE SIGNED:	11/03/2014

Total Attachments: 7

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State of Delaware
Secretary of State
Division of Corporations
Delivered 12:37 PM 12/24/2013
FILED 12:37 PM 12/24/2013
SRV 131472959 - 5100657 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is M.D. On-Line, Inc.
, a New Jersey corporation,
and MD On-Line Solutions, Inc.

a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is M.D. On-Line, Inc.
, a NJ corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

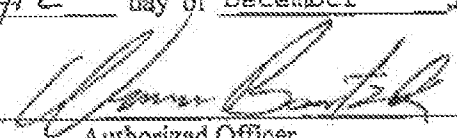
FIFTH: The merger is to become effective on 11:59pm December 31, 2013.

SIXTH: The Agreement of Merger is on file at 6 Century Drive
Parsippany, NJ 07054, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHT: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding 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 as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 6 Century Drive, Parsippany NJ 07054.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 29th day of December A.D., 2013.

By: 
Authorized Officer

Name: William Bartzak
Print or Type

Title: President

FILED

DEC 30 2013

STATE TREASURER

0100635576

UMC-2 11/03

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to N.J.S.A. 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

1. Type of Filing (check one): Merger Consolidation

2. Name of Surviving Business Entity: M.D. On-Line, Inc.

3. Name(s)/Jurisdiction(s) of All Participating Business Entities including Surviving Entity:

Name	Jurisdiction	Identification # Assigned by Treasurer (if applicable)
M.D. On-Line, Inc.	NJ	0100635576
MD On-Line Solutions, Inc.	DE	0400516083

4. Date Merger/Consolidation adopted: 12/23/13

5. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name M.D. On-Line, Inc. Outstanding Shares
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-b Corp. Name MD On-Line Solutions, Inc. Outstanding Shares
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-c Corp. Name _____ Outstanding Shares
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer:

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.


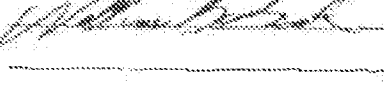
The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

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Certificate of Merger/Consolidation
UMC-2
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7. Effective Date (see inst.): 11:59 p.m. December 31, 2013

	Name	Title	Date
	William Bartzak	President/CEO	12/31/13
	William Bartzak	President	12/31/13

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

**PLAN AND AGREEMENT OF MERGER BETWEEN
 MD ON-LINE SOLUTIONS, INC.,
 a Delaware corporation
 AND
 M.D. ON-LINE, INC.,
 a New Jersey corporation**

This Plan and Agreement of Merger made and entered into on the 23rd day of December, 2013 by and between MD On-Line Solutions, Inc., a Delaware corporation ("Solutions Delaware") and M.D. On-Line, Inc., a New Jersey corporation ("MDOL NJ").

WITNESSETH:

WHEREAS, Solutions Delaware is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on January 25, 2012; and

WHEREAS, MDOL NJ is a corporation organized and existing under the laws of the State of New Jersey, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of New Jersey on August 8, 1995; and

WHEREAS, the aggregate number of shares which Solutions Delaware has authority to issue is two thousand five hundred (2500) shares of Common Stock, without par value, of which one thousand (1000) shares are issued and outstanding; and

WHEREAS, the total number of shares of all classes of stock which MDOL NJ has authority to issue is (i) thirty million (30,000,000) shares of Common Stock, without par value, of which twenty million (20,000,000) shares are designated as Voting Common Stock and ten million (10,000,000) shares are designated as Non-Voting Common Stock, and (ii) two million (2,000,000) shares of Convertible Preferred Stock, without par value, all of which are designated as Series A Convertible Preferred Stock; and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that Solutions Delaware be merged into MDOL NJ on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Delaware and the State of New Jersey, respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants

and provisions hereinafter contained, Solutions Delaware and MDOL NJ, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

Solutions Delaware and MDOL NJ shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of New Jersey and of the State of Delaware, by Solutions Delaware merging into MDOL NJ, which shall be the surviving corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of New Jersey and of the State of Delaware at 11:59 p.m. on December 31, 2013 EST (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Date of the Merger"), the two constituent corporations shall be a single corporation, which shall be MDOL NJ, as the surviving corporation, and the separate existence of Solutions Delaware shall cease except to the extent provided by the laws of the State of Delaware in the case of a corporation after its merger into another corporation.

ARTICLE III

The Certificate of Incorporation of MDOL NJ shall not be amended in any respect by reason of this Agreement of Merger.

ARTICLE IV

Upon the Effective Date of the Merger, each share of Solutions Delaware Common Stock, no par value, issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be deemed retired and shall cease to exist, and no exchange or payment shall be made with respect thereto.

ARTICLE V

MDOL NJ, as the surviving corporation, agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Solutions Delaware, 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 as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General

Corporation Laws, and irrevocably appoints the Secretary of State of Delaware 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 c/o Legal Department, 6 Century Drive, Parsippany, NJ 07054.

IN WITNESS WHEREOF, Solutions Delaware and MDOL NJ, 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.

MD On-Line Solutions, Inc.
(A Delaware Corporation)

By: 
William Bartzick, President/CEO

M.D. On-Line, Inc.
(A New Jersey Corporation)

By: 
William Bartzick, President/CEO