

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM355612

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ADP AdvancedMD, Inc.		09/03/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	AdvancedMD, Inc.		
Street Address:	10876 South River Front Parkway		
Internal Address:	Suite 400		
City:	South Jordan		
State/Country:	UTAH		
Postal Code:	84095		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3808440	ADVANCEDBILLER	
Registration Number:	3299686	ADVANCEDEMR	
Registration Number:	3039850	ADVANCEDMD	
Registration Number:	3295139	ADVANCEDMD	
CORRESPONDENCE DATA			
Fax Number:	4158828220		
<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:	(415) 882-8200		
Email:	SFTrademarks@klgates.com		
Correspondent Name:	Susan Hollander and Jocelyn Belloni		
Address Line 1:	Four Embarcadero Center, Suite 1200		
Address Line 4:	San Francisco, CALIFORNIA 94111		
ATTORNEY DOCKET NUMBER:	1402063.00001		
NAME OF SUBMITTER:	Jocelyn M. Belloni		
SIGNATURE:	/jocelyn m. belloni/		
DATE SIGNED:	09/18/2015		
Total Attachments: 6			

CH \$115.00 3808440

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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 "ADP ADVANCEDMD, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF SEPTEMBER, A.D. 2015, AT 9:23 O'CLOCK A.M.

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

3574134 8100

151253071



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2700963

DATE: 09-03-15

TRADEMARK
REEL: 005626 FRAME: 0484

CERTIFICATE OF
THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ADP ADVANCEDMD, INC.

* * * * *

Adopted in accordance with Section 242 and Section 245
of the General Corporation Law of the State of Delaware

* * * * *

IN WITNESS WHEREOF, the undersigned, being the Vice President and Assistant Secretary of ADP AdvancedMD, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The name of the Corporation is ADP AdvancedMD, Inc. The Corporation filed its original Certificate of Incorporation as AdvancedMD Software, Inc. with the Secretary of State of the State of Delaware on September 30, 2002 (the "Certificate of Incorporation").

SECOND: The Corporation amended and restated the Certificate of Incorporation by filing the Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on July 12, 2004 (the "First Amended Certificate").

THIRD: The Corporation amended and restated the First Amended Certificate by filing the Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on January 11, 2008 (the "Second Amended Certificate").

FOURTH: The Third Amended and Restated Certificate (as defined below) amends and restates the Second Amended Certificate.

FIFTH: The Board of Directors of the Corporation has unanimously adopted a resolution approving the Third Amended and Restated Certificate of Incorporation set forth on Exhibit A attached hereto (the "Third Amended and Restated Certificate") pursuant to the provisions of Sections 141(f), 242 and 245 of the General Corporation Law of the State of Delaware.

SIXTH: The sole stockholder of the Corporation, pursuant to written consent, approved and adopted the Third Amended and Restated Certificate in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its Vice President and Assistant Secretary as of this 3rd day of September, 2015.

ADP ADVANCEDMD, INC.


By: 
Name: Jeffrey Carnes
Title: Vice President and Assistant Secretary

EXHIBIT A
THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ADVANCEDMD, INC.

ARTICLE FIRST

The name of the corporation is AdvancedMD, Inc. (the "Corporation").

ARTICLE SECOND

The address of the registered office of the Corporation in the State of Delaware is 160 Greentree Drive, Suite 101 in the City of Dover, County of Kent, 19904. The name of the Corporation's registered agent at such address is National Registered Agents, Inc.

ARTICLE THIRD

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOURTH

The total number of shares of capital stock which the Corporation shall have authority to issue is 1000 shares of common stock, \$0.01 par value per share.

ARTICLE FIFTH

The Corporation shall have perpetual existence.

ARTICLE SIXTH

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation (the "Board") is expressly authorized to make, alter, adopt, amend or repeal the By-laws of the Corporation.

ARTICLE SEVENTH

The business and affairs of the Corporation shall be managed by or under the direction of the Board.

ARTICLE EIGHTH

Meetings of stockholders may be held within or without the State of Delaware, as the By-laws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board or as set forth in the By-laws of the Corporation. Election of directors need not be by written ballot unless the By-laws of the Corporation so provide.

ARTICLE NINTH

Except to the extent that the General Corporation Law of the State of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director. Any amendment or repeal of this Article Ninth shall not adversely affect any right or protection of a director of the Corporation under the General Corporation Law of the State of Delaware existing at the time of such repeal or modification, and shall not apply to or have any effect on the liability or alleged liability of any director with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE TENTH

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

ARTICLE ELEVENTH

If any director of the Corporation who is not, and has not previously been, an employee of the Corporation (each such director, a "Non-Employee Director"), acquires knowledge of a potential transaction or matter which may be an investment or business opportunity or prospective economic or competitive advantage in which the Corporation could have an interest or expectancy (a "Competitive Opportunity"), or otherwise is then exploiting any Competitive Opportunity, the Corporation will have no interest in such Competitive Opportunity and no expectation that such Competitive Opportunity be offered to it, any such interest or expectation being hereby renounced so that each Non-Employee Director, shall (i) have no duty to communicate or present such Competitive Opportunity to the Corporation and (ii) have the right to hold any such Competitive Opportunity for such Non-Employee Director's (and its agents', partners' or affiliates') own account and benefit, or to recommend, assign or otherwise transfer or deal in such Competitive Opportunity to or with persons or entities other than the Corporation or any affiliate of the Corporation. No amendment or repeal of this Article Eleventh shall apply to or have any effect on the liability or alleged liability of any Non-Employee Director for or with respect to any opportunities of which such Non-Employee Director becomes aware prior to such amendment or repeal.

ARTICLE TWELFTH

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

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