

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM369659

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/31/2015
<b>RESUBMIT DOCUMENT ID:</b>	900350338
<b>SEQUENCE:</b>	1

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Care Communications, Inc.		12/31/2015	CORPORATION: ILLINOIS

## RECEIVING PARTY DATA

<b>Name:</b>	IOD Incorporation
<b>Street Address:</b>	925 North Point Parkway
<b>Internal Address:</b>	Suite 350
<b>City:</b>	Alpharetta
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30005
<b>Entity Type:</b>	CORPORATION: DELAWARE

## PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
<b>Registration Number:</b>	4679877	CAREINNOLAB
<b>Registration Number:</b>	3945479	PROCUREMENTPLUS
<b>Registration Number:</b>	4198885	CARE COMMUNICATIONS PRESS
<b>Registration Number:</b>	2736044	
<b>Registration Number:</b>	2687642	THE #1 CHOICE FOR HANDS-ON HELP IN HEALT
<b>Registration Number:</b>	2788067	CARE COMMUNICATONS
<b>Registration Number:</b>	2864063	CARE COMMUNICATIONS
<b>Serial Number:</b>	86408289	CARE'S ADVANCED MENTORING PROGRAM
<b>Serial Number:</b>	86408287	CAMP
<b>Serial Number:</b>	86408285	CAMP

## CORRESPONDENCE DATA

Fax Number: 2128594000

*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: 2128598000

**Email:** jason.greenberg@friedfrank.com  
**Correspondent Name:** Jason Greenberg  
**Address Line 1:** One New York Plaza  
**Address Line 2:** Fried Frank LLP  
**Address Line 4:** New York, NEW YORK 10004

**ATTORNEY DOCKET NUMBER:** 1909-3 (GREENBERG)

**NAME OF SUBMITTER:** Jason L. Greenberg

**SIGNATURE:** /jlg/

**DATE SIGNED:** 01/19/2016

**Total Attachments: 11**

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source=Care Communications, Inc.-IL-Merger (Discontinuing Company)#page1.tif  
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source=Care Communications, Inc.-IL-Merger (Discontinuing Company)#page7.tif

# Delaware

The First State

Page 1

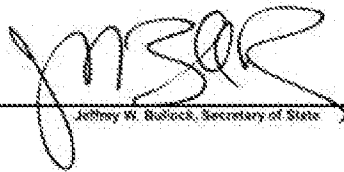
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CARE COMMUNICATIONS, INC.", AN ILLINOIS CORPORATION, WITH AND INTO "IOD INCORPORATED" UNDER THE NAME OF "IOD INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2015, AT 11:56 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2015 AT 5:01 O`CLOCK P.M.

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



  
Jeffrey W. Bullock, Secretary of State

5777430 8100M  
SR# 20151605907

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 10712998  
Date: 12-31-15

**TRADEMARK**  
**REEL: 005700 FRAME: 0878**

CERTIFICATE OF MERGER  
OF  
CARE COMMUNICATIONS, INC.  
WITH AND INTO  
IOD INCORPORATED

Pursuant to Section 252 of the  
General Corporation Law of the State of Delaware

December 31, 2015

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"), does hereby certify:

FIRST: That the name and state or jurisdiction of incorporation of each of the constituent corporations in the merger is as follows:

<u>Name</u>	<u>State or Jurisdiction of Incorporation</u>
IOD INCORPORATED	Delaware
CARE COMMUNICATIONS, INC.	Illinois

SECOND: That an Agreement and Plan of Merger, December 31, 2015, by and between IOD Incorporated and Care Communications, Inc. (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the DGCL (and, with respect to IOD Incorporated, by the written consent of its sole stockholder in accordance with Section 228 of the DGCL).

THIRD: That IOD Incorporated shall be the surviving corporation (the "Surviving Corporation") of the merger of Care Communications, Inc. with and into IOD Incorporated (the "Merger") and the name of the Surviving Corporation shall be "IOD Incorporated", a Delaware corporation.

FOURTH: That the Certificate of Incorporation of IOD Incorporated as in effect immediately prior to the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the executed Merger Agreement is on file at an office of the Surviving Corporation. The address of such office is: 925 North Point Parkway, Suite 350, Alpharetta, Georgia 30005.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the Merger shall be effective at 5:01 pm ET on December 31, 2015.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed by its duly authorized officer as of the date first written above.

IOD Incorporated

By: *Lori Reel*  
Name: *Lori Reel*  
Title: *Assistant Secretary*



# OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 31, 2015

5096-304-7

C T CORPORATION SYSTEM  
118 W EDWARDS ST STE 200  
SPRINGFIELD IL 62704

RE CARE COMMUNICATIONS, INC.

DEAR SIR OR MADAM:

ENCLOSED ARE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION.  
FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

DO NOT OVERLOOK THE FACT THAT THE SURVIVING CORPORATION MUST FURNISH  
THIS OFFICE WITH A COPY OF THE MERGER CERTIFIED BY THE PROPER OFFICIAL  
OF ITS HOME STATE, AS PROVIDED BY SECTION 13.35 OF THE ACT, AND MUST  
ALSO FILE A REPORT FOLLOWING MERGER AS PROVIDED BY SECTION 14.35. THIS  
FORM IS AVAILABLE ON OUR WEBSITE, [WWW.CYBERDRIVEILLINOIS.COM](http://WWW.CYBERDRIVEILLINOIS.COM). CLICK ON  
PUBLICATIONS ON THE MENU BAR.

SINCERELY,

*Jesse White*

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

FORM **BCA 11.25** (rev. Dec. 2003)  
**ARTICLES OF MERGER,  
CONSOLIDATION OR EXCHANGE**  
Business Corporation Act

Secretary of State  
Department of Business Services  
501 S. Second St., Rm. 350  
Springfield, IL 62756  
217-782-6961  
www.cyberdriveillinois.com

**FILED**

DEC 31 2015

JESSE WHITE  
SECRETARY OF STATE

Remit payment in the form of a  
check or money order payable  
to Secretary of State.

Filing fee is \$100, but if merger or  
consolidation involves more than two  
corporations, submit \$50 for each  
additional corporation.

File # 5096-304-7 Filing Fee: \$ 100.00 Approved: JW

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

**NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.**

1. Names of Corporations proposing to <sup>merge</sup> ~~consolidate~~ and State or Country of incorporation.  
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Care Communications, Inc.</u>	<u>Illinois</u>	<u>50963047</u>
<u>IOD Incorporated</u>	<u>Delaware</u>	<u>68385512</u>
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the <sup>surviving</sup> ~~new~~ corporation: IOD Incorporated  
~~acquiring~~

b. Corporation shall be governed by the laws of: Delaware

**For more space, attach additional sheets of this size.**

4. Plan of <sup>merger</sup> ~~consolidation~~ is as follows:  
~~exchange~~

**Agreement and Plan of Merger attached.**



merger  
 5. The consolidation was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois Corporation, as follows:

**The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)**

**Mark an "X" in one box only for each Illinois Corporation.**

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.**

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
<b>Care Communications, Inc.</b>	12,000 Common Voting	100% (12,000)
	2,118 Common B Non-Voting	100% (2,118)

b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was \_\_\_\_\_, \_\_\_\_\_  
 Month Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received?  Yes  No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated December 31, 2015 Care Communications, Inc.  
 Month Day Year Exact Name of Corporation  
 \_\_\_\_\_  
 Any Authorized Officer's Signature  
Wri Reel Assistant Secretary  
 Name and Title (type or print)

Dated December 31, 2015 IOD Incorporated  
 Month Day Year Exact Name of Corporation  
 \_\_\_\_\_  
 Any Authorized Officer's Signature  
Wri Reel Assistant Secretary  
 Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_  
 Month Day Year Exact Name of Corporation  
 \_\_\_\_\_  
 Any Authorized Officer's Signature  
 \_\_\_\_\_  
 Name and Title (type or print)

**AGREEMENT AND PLAN OF MERGER**

of

**Care Communications, Inc.**

with and into

**IOD Incorporated**

**(Delaware Surviving Corporation)**

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is dated as of this 31<sup>st</sup> day of December, 2015 by and between Care Communications, Inc. ("Care") and IOD Incorporated ("IOD").

WITNESSETH

WHEREAS, Care is wholly owned by IOD and the board of directors of IOD has determined to merge Care with and into IOD;

WHEREAS, for United States federal income tax purposes, it is intended that the Merger will qualify as a reorganization within the meaning of section 368(a) of Internal Revenue Code of 1986, as amended (the "Code"), and that this Merger Agreement will be, and is hereby, adopted as a plan of reorganization for purposes of the Code.

NOW, THEREFORE, the Merger Agreement is as follows:

1. On December 31, 2011, at 5:01 p.m. EST (the "Effective Time") Care shall be merged with and into IOD, which shall be the surviving corporation (the "Surviving Corporation") (the "Merger").
2. At the Effective Time, by virtue of the Merger and without any action on the part of the Care or IOD or any other holder of capital stock of Care, each share of common stock issued and outstanding immediately prior to the Effective Time of Care shall automatically be cancelled, and as a result of such cancellation, at the Effective Time, there shall no longer be any issued and outstanding shares of Care.
3. 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 Care, 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 925

**TRADEMARK**

**REEL: 005700 FRAME: 0886**

North Point Parkway, Suite 350, Alpharetta, Georgia 30005.

4. The certificate of incorporation of IOD as it exists immediately prior to the Effective Time shall not be amended by the Merger, but shall continue as the certificate of incorporation of the Surviving Corporation until otherwise amended as provided by law.

5. At any time prior to the Effective Time, either Care or IOD may terminate and abandon the Merger Agreement.

*[signature page follows]*

CARE COMMUNICATIONS, INC.

By: Lois Reel  
Name: Lois Reel  
Title: Assistant Secretary

IOD INCORPORATED,  
*As the surviving corporation*

By: Lois Reel  
Name: Lois Reel  
Title: Assistant Secretary