

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM430366

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
WellComp Managed Care Services, Inc.		05/19/2017	Corporation: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CareWorks Managed Care Services, Inc.		
<b>Street Address:</b>	761 Old Hickory Blvd., Suite 300		
<b>City:</b>	Brentwood		
<b>State/Country:</b>	TENNESSEE		
<b>Postal Code:</b>	37027		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87340507	RIGHT RETURN SOLUTIONS	
<b>Registration Number:</b>	3146645	WELLCOMP	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2029555564		
<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>			
<b>Phone:</b>	2024192404		
<b>Email:</b>	stephen.jeffries@hklaw.com		
<b>Correspondent Name:</b>	Stephen J. Jeffries		
<b>Address Line 1:</b>	800 17th Street NW, Suite 1100		
<b>Address Line 2:</b>	Holland & Knight LLP		
<b>Address Line 4:</b>	Washington, D.C. 20006		
<b>NAME OF SUBMITTER:</b>	Stephen J. Jeffries		
<b>SIGNATURE:</b>	/Stephen J. Jeffries/		
<b>DATE SIGNED:</b>	06/07/2017		
<b>Total Attachments: 5</b>			
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# Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS CORPORATION UNDER THE NAME OF "WELLCOMP MANAGED CARE SERVICES, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MAY, A.D. 2017, AT 5 O`CLOCK P.M.*



  
Jeffrey W. Bullock, Secretary of State

6416741 8100V  
SR# 20174080756

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

Authentication: 202603663  
Date: 05-25-17

**TRADEMARK**  
**REEL: 006078 FRAME: 0889**

STATE OF DELAWARE CERTIFICATE OF CONVERSION  
OF  
WELLCOMP MANAGED CARE SERVICES, INC.  
FROM A TEXAS CORPORATION TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 265 OF THE DELAWARE GENERAL  
CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation was first formed is Texas.
- 2.) The jurisdiction immediately prior to filing this Certificate is Texas.
- 3.) The date the Non-Delaware Corporation was first formed is October 10, 1995.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is WellComp Managed Care Services, Inc.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is CareWorks Managed Care Services, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation has executed this Certificate on the 19<sup>th</sup> day of May, 2017.

By: Michael Krawitz  
Name: Michael Krawitz  
Senior Vice President


# 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 FORMATION OF "CAREWORKS MANAGED CARE SERVICES, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MAY, A.D. 2017, AT 5 O`CLOCK P.M.*



  
Jeffrey W. Bullock, Secretary of State

6416741 8100  
SR# 20174080756

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

Authentication: 202603664  
Date: 05-25-17

**TRADEMARK**  
**REEL: 006078 FRAME: 0891**

**STATE OF DELAWARE**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**CAREWORKS MANAGED CARE SERVICES, INC.**

**First:** The name of this Corporation is CareWorks Managed Care Services, Inc. (the "Corporation").

**Second:** Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington County of New Castle, Zip Code 19808.

The registered agent in charge thereof is Corporation Service Company.

**Third:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**Fourth:** The total number of shares which the Corporation shall have the authority to issue is one thousand (1,000) shares, all of which shall be shares of common stock, with a par value of one cent (\$.01) per share.

**Fifth:** The business and affairs of the Corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the Corporation.

**Sixth:** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized to adopt, amend and repeal the bylaws of the Corporation.

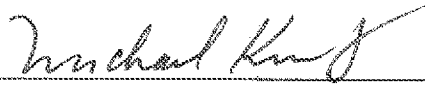
**Seventh:** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**Eighth:** The Corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner from time to time prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

**Ninth:** The name and mailing address of the incorporator are as follows:

Name: Michael Krawitz  
Mailing Address One Upper Pond Road, Building F 4<sup>th</sup> floor,  
Parsippany, New Jersey 07054.

I, **The Undersigned**, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 19<sup>th</sup> day of May, 2017.

BY:   
(Incorporator)

NAME: Michael Krawitz  
(type or print)