

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM496106

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/05/2018		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AOD Holding Company		04/05/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	MatrixCare, Inc.		
Street Address:	10900 Hampshire Avenue South, Suite 100		
City:	Bloomington		
State/Country:	MINNESOTA		
Postal Code:	55438		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4323988	SONETO	
CORRESPONDENCE DATA			
Fax Number:	6173453299		
<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:	617 345 3000		
Email:	trademarks@burnslev.com		
Correspondent Name:	Deborah J. Peckham Burns & Levinson LLP		
Address Line 1:	125 Summer Street		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	27455.1		
NAME OF SUBMITTER:	Deborah J Peckham		
SIGNATURE:	/Deborah J Peckham/		
DATE SIGNED:	10/31/2018		
Total Attachments: 6			
source=MatrixCare Inc. - DE Certificate of Merger re. AOD Holding Company#page1.tif			
source=MatrixCare Inc. - DE Certificate of Merger re. AOD Holding Company#page2.tif			
source=MatrixCare Inc. - DE Certificate of Merger re. AOD Holding Company#page3.tif			
source=MatrixCare Inc. - DE Certificate of Merger re. AOD Holding Company#page4.tif			

OP \$40.00 4323988

source=MatrixCare Inc. - DE Certificate of Merger re. AOD Holding Company#page5.tif
source=MatrixCare Inc. - DE Certificate of Merger re. AOD Holding Company#page6.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 OWNERSHIP, WHICH MERGES:

"AOD HOLDING COMPANY", A DELAWARE CORPORATION, WITH AND INTO "MATRIXCARE, INC." UNDER THE NAME OF "MATRIXCARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIFTH DAY OF APRIL, A.D. 2018, AT 5:46 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

3961943 8100M
SR# 20182475390

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

Authentication: 202475048
Date: 04-09-18

TRADEMARK
REEL: 006526 FRAME: 0491

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

AOD HOLDING COMPANY

WITH AND INTO

MATRIXCARE, INC.

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), MatrixCare, Inc., a Delaware corporation (the "Corporation"), does hereby certify to the following information relating to the merger (the "Merger") of AOD Holding Company, a Delaware corporation (the "Subsidiary"), with and into the Corporation, with the Corporation remaining as the surviving corporation.

1. The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.
2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on March 28, 2018 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.
3. The Corporation shall be the surviving corporation of the Merger.
4. The Certificate of Ownership and Merger and the Merger shall become effective upon filing.

[Signature Page Follows]

IN WITNESS WHEREOF, the surviving corporation has caused this certificate to be signed by an authorized officer, the 29th of March, 2018.

MATRIXCARE, INC.

By: /s/ James Evans
Name: James Evans
Title: Chief Financial Officer

EXHIBIT A

Board Resolutions

SECTION 253 MERGERS INTO COMPANY

WHEREAS:

- A. The Company owns all of the issued and outstanding shares of each class of capital stock of AOD Holding Company, a Delaware corporation ("Subsidiary 1");
- B. The Company owns all of the issued and outstanding shares of each class of capital stock of eHealth Solutions, Inc., a Delaware corporation ("Subsidiary 2", together with Subsidiary 1, the "Subsidiaries"); and
- C. It is deemed advisable and in the best interest of the Company that the Company merge the Subsidiaries with and into the Company.

NOW, THEREFORE, BE IT RESOLVED: that the Subsidiaries be merged with and into the Company pursuant to Section 253 of the Delaware General Corporation Law (the "Merger"), so that the separate existence of the Subsidiaries shall cease as soon as the Merger shall become effective on April 3, 2018, and the Company shall continue as the surviving corporation; and

RESOLVED FURTHER, that the President, Vice President, Treasurer, Secretary and any other officer of the Company (each such person, an "Authorized Officer") be, and each of them hereby is, authorized to prepare and execute a Certificates of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificates of Ownership and Merger with the Secretary of State of Delaware and pay any fees related to such filings.

SUBSIDIARY MERGERS – PLAN OF CONSOLIDATION

WHEREAS:

- A. Subsidiary 1 owns all of the issued and outstanding membership interest in EMR Acquisition, LLC, a Delaware limited liability company ("EMR");
- B. Subsidiary 2 owns all of the issued and outstanding shares of each class of capital stock of Advanced Answers on Demand Holding Corporation, a Florida corporation ("AOD Sub"); and
- C. AOD Sub owns all of the issued and outstanding shares of each class of capital stock of both Advanced Answers on Demand, Inc. a Florida corporation ("Florida Sub 1") and Stratis Business Systems, Inc. ("Florida Sub 2", together with Subsidiary 1, Subsidiary 2, EMR, AOD Sub and Florida Sub 1, the "MatrixCare Subs");
- D. It is deemed advisable and in the best interest of the Company that the Company consolidate all of the MatrixCare Subs into the Company (the "Plan of Consolidation").

NOW, THEREFORE, BE IT RESOLVED: that the MatrixCare Subs and their respective officers and directors, be, and each of them hereby is, authorized to enter into any merger agreements pursuant to the Plan of Consolidation and to prepare and execute any and all

merger certificates for filing with the Secretaries of State of each domicile of the MatrixCare Subs and pay any fees related to such filings.

GENERAL AUTHORIZATION

RESOLVED FURTHER, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Company, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.