

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM525409

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Digital Health Dialog LLC		12/27/2018	Limited Liability Company: TEXAS
RECEIVING PARTY DATA			
Name:	EngagedMedia LLC		
Street Address:	55 Walkers Brook Drive		
Internal Address:	Suite 500		
City:	Reading		
State/Country:	MASSACHUSETTS		
Postal Code:	01867		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	86795021	ENGAGEDMEDIA	
Registration Number:	5448908	ENGAGEDPATIENT	
Registration Number:	5237711	RXAPPEAL	
Serial Number:	87661075	RXPROXIMITY	
Serial Number:	87661105	RXPUSH	
Serial Number:	87660551	RXREMOTE	
Serial Number:	86795081	RXSURVEYOR	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	James.Thomas2@merck.com		
Correspondent Name:	James A. Thomas		
Address Line 1:	126 East Lincoln Ave.		
Address Line 2:	RY86-2039B		
Address Line 4:	Rahway, NEW JERSEY 07065		
NAME OF SUBMITTER:	James A. Thomas		
SIGNATURE:	/jat/		

CH \$190.00 86795021

DATE SIGNED:	05/29/2019
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Total Attachments: 5

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FILED
In the Office of the
Secretary of State of Texas

DEC 27 2018

Corporations Section

The State of Texas
Certificate of Conversion
of a
Limited Liability Company
Converting to a
Foreign Limited Liability Company

Converting Entity Information

The name of the converting limited liability company is: Digital Health Dialog LLC

The jurisdiction of formation of the limited liability company is Texas.

The date of formation of the limited liability company is: January 12, 2010

The file number issued to the limited liability company by the secretary of state is: 801216231

Converted Entity Information

The limited liability company named above is converting to a foreign limited liability company.
The name of the limited liability company is: EngagedMedia LLC

The limited liability company will be formed under the laws of: Delaware

Plan of Conversion

The plan of conversion is attached.

If the plan of conversion is not attached, the following section must be completed.

Alternative Statements

In lieu of providing the plan of conversion, the converting limited liability company certifies that:

1. A signed plan of conversion is on file at the principal place of business of the limited liability company, the converting entity. The address of the principal place of business of the limited liability company is:

55 Walkers Brook Drive, Suite 500, Reading, MA 01867

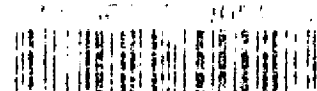
2. A signed plan of conversion will be on file after the conversion at the principal place of business of the foreign limited liability company, the converted entity. The address of the principal place of business of the foreign limited liability company is:

55 Walkers Brook Drive, Suite 500, Reading, MA 01867

RECEIVED

DEC 27 2018

Secretary of State



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3. A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting entity or converted entity.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converted entity.

Effectiveness of Filing (Select either A, B, or C.)

A. ___ This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective as a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: January 1, 2019.

C. ___ This document take effect upon the occurrence of the future event or fact, other that the passage of time. The 90th day after the date of signing is: _____
The following event or fact will cause the document to take effect in the manner described below: _____

Tax Certificate

Attached hereto is a certificate from the Comptroller of public accounts that certifies that the converting entity is in good standing for purposes of conversion.

___ In lieu of providing the tax certificate, the foreign limited liability company as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code to execute the filing instrument.

Date: December 31, 2018

DIGITAL HEALTH DIALOG LLC

By: John L. Bridge
Name: John L. Bridge
Title: CFO

PLAN OF CONVERSION
FOR CONVERTING
DIGITAL HEALTH DIALOG LLC
a Texas limited liability company
INTO
ENGAGEDMEDIA LLC
a Delaware limited liability company

This Plan of Conversion (the "Plan") is adopted this 31st day of December, 2018, to convert Digital Health Dialog LLC, a limited liability company organized under the laws of the State of Texas ("Converting Entity") into EngagedMedia LLC, a limited liability company organized under the laws of the State of Delaware ("Converted Entity").

1. Converting Entity shall be converted into Converted Entity. The conversion of Converting Entity to Converted Entity shall become effective January 1, 2019, with the filing of the Certificate of Conversion attached hereto as Exhibit A in the office of the Secretary of State of the State of Texas and the Certificate of Conversion with Certificate of Formation attached hereto as Exhibit B in the office of the Secretary of State of the State of Delaware.

2. Converted Entity shall be a limited liability company organized under the laws of the State of Delaware. Converting Entity is a limited liability company organized under the laws of the State of Texas.

3. Each outstanding Membership Interest of the Converting Entity shall be converted into one (1) Membership Interest of the Converted Entity.

4. The member and the each of the managers and/or officers of Converting Entity shall, from time to time, as and when requested by the member or any of the managers and/or officers of Converted Entity, execute and deliver all such further documents and instruments and take such other further action necessary or desirable to carry out the intent and purposes of this Plan of Conversion.

5. This Plan of Conversion has been duly approved by the sole member of Converting Entity.

[Remainder of page intentionally left blank -- signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Plan of Conversion to be executed as of the date first set forth above.

DIGITAL HEALTH DIALOG LLC
a Texas limited liability company

By: 

Name: John L. Bridge

Title: CFO



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

Comptroller.Texas.Gov

December 6, 2018

DIGITAL HEALTH DIALOG LLC
1019 MISSION DR
SOUTHLAKE TX 76092-6213

Certificate of Account Status

THE STATE OF TEXAS
COUNTY OF TRAVIS

I, Glenn Hegar, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY that according to the records of this office

DIGITAL HEALTH DIALOG LLC

has filed all required reports for taxes administered by the Comptroller under Title 2, Tax Code, and taxes reported due on those reports have been paid. This certificate must be filed with the Texas Secretary of State to legally end the entity's existence in Texas. This certificate is valid through December 31, 2018.

GIVEN UNDER MY HAND AND SEAL
OF OFFICE in the City of
Austin, this 6th day of
December, 2018 A.D.


Glenn Hegar
Texas Comptroller

Taxpayer number: 32040994637
File number: 0801216231

NOTE: Failure by registered Texas entities to legally end existence with the Texas Secretary of State on or before the expiration of this certificate will result in additional franchise tax responsibilities. Texas entities not registered with the Texas Secretary of State and all out-of-state entities are responsible for franchise tax through the last date of business in this state.