

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ASU Services, LLC		02/28/2001	LIMITED LIABILITY COMPANY: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	TRU Services, LLC		
Street Address:	100 Cummings Center		
Internal Address:	Suite 220G		
City:	Beverly		
State/Country:	MASSACHUSETTS		
Postal Code:	01915		
Entity Type:	LIMITED LIABILITY COMPANY: MASSACHUSETTS		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2358470	PROACT	
Registration Number:	2365148	MED-I-PRO	
CORRESPONDENCE DATA			
Fax Number:	(212)986-8332		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 986-8282		
Email:	sschleif@promolaw.com		
Correspondent Name:	Cohen Silverman Rowan LLP		
Address Line 1:	360 Lexington Avenue		
Address Line 4:	New York, NEW YORK 10017		
NAME OF SUBMITTER:	Scott A. Schleifstein		
Signature:	/scott.a.schleifstein/		

OP \$65.00 2358470

Date:

09/12/2006

Total Attachments: 4

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AMENDED AND RESTATED CERTIFICATE OF ORGANIZATION

MAR 8 2011

Pursuant to the provisions of Chapter 156C of the Massachusetts General Laws (the "Act"), the undersigned, being authorized to execute and file this Certificate for the propose of amending and restating the Original Certificate and the Amendment, as defined below, hereby certifies as follows:

This Restatement reflects the following changes:

1. Name of the Limited Liability Company. The **current** name of the limited liability company is **ASU Services, LLC** formed 7/25/97. The **new** name of the limited liability company, upon filing of this Amended and Restated Certificate of Organization, shall be **TRU Services, LLC** (the "LLC").

2. Office of the Limited Liability Company. The address of the office of the LLC in the Commonwealth at which the LLC will maintain its records in accordance with the Act has been changed from 500 Unicorn Park, Woburn, MA 01801 to: 99 Rosewood Drive, Suite 210, Danvers, Massachusetts 01923.

3. Federal Employer Identification Number. The Federal Employer Identification Number of the LLC restated hereby is: 04-3392571.

4. Business of the LLC. The general character of the business of the LLC is to engage in the business of serving as underwriting manager for medical insurance, including, without limitation, self-insurance, third party insurance and stop-loss arrangements; and to engage in any activities directly or indirectly related or incidental thereto, and otherwise engage in any lawful act or activities for which limited liability companies may be organized under the Act.

5. Date of Dissolution. The LLC shall have no fixed date upon which it shall dissolve.

6. Agent for Service of Process. The name and address of the resident agent for service of process for the LLC has been changed from ASU International, Inc., 500 Unicorn Park, Woburn, MA 01801 to: Jerome A. Trupiano, Jr., Manager, 99 Rosewood Drive, Suite 210, Danvers, Massachusetts 01923

7. Manager. The manager of the LLC has been changed from ASU International, Inc., 500 Unicorn Park, Woburn, MA 01801 to Jerome A. Trupiano, 99 Rosewood Drive, Suite 210, Danvers, Massachusetts 01923.

8. Execution of Documents (Secretary of the Commonwealth). Any Manager of the LLC is authorized to execute on behalf of the LLC any documents to be filed with the Secretary of State of the Commonwealth of Massachusetts. As of the date hereof, the name and business address of the Manager of the restated LLC is as follows:

Jerome A. Trupiano, Jr.,
99 Rosewood Drive
Suite 210
Danvers, MA 01923

9. Execution of Recordable Instruments. Any Manager of the LLC is authorized to execute, acknowledge, deliver and record with a registry of deeds or a

district office of the Land Court on behalf of the LLC any recordable instrument purporting to affect an interest in real property. The name and business address of the Manager of the LLC as of the date hereof are specified in paragraph 8, above.

10. Chapter 156C Sec. 19. This Amended and Restated Certificate of Organization was duly executed and is being duly filed in accordance with Massachusetts General Laws Chapter 156C, Section 19.

IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury the facts stated herein are true, as of the 20th day of February, 2001.

THE Following Paragraphs were amended:

- 1.
- 2.
- 6.
- 7.
8. ~~8~~
- 9.


Jerome A. Trupiano, Manager

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Amendments

11.

1. Name changed to TRU Services, LLC
2. Address changed to 99 Rosewood Drive, Suite 210, Danvers MA 01923
3. No change
4. No change
5. No change
6. Resident Agent changed to Jerome A Trupiano, JR 99 Rosewood Drive, Danvers, MA 01923
7. Manager changed to Jerome A. Trupiano, JR, 99 Rosewood Drive, Danvers, MA 01923
8. Execution of documents Secretary of the Commonwealth changed to Jerome A Trupiano, JR., 99 Rosewood Drive, Danvers, MA 01923
9. Execution of Recordable Instruments name changed to Jerome A. Trupiano, JR, 99 Rosewood Drive Danvers, MA 01923
10. No change

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ASSIGNMENT OF MEMBERSHIP INTEREST

DATE: *MAR 01*
February 1, 2001

ASSIGNOR: ASU International, Inc.

ASSIGNEE: TRU Holdings, LLC

RECITALS:

A. Assignor presently owns 80% of the Membership Interest of ASU Services, LLC, a Massachusetts limited liability company, formerly known as Specialty Underwriting Services, LLC, as reflected in that certain Operating Agreement (the "Operating Agreement") dated as of October 1, 1997 by and among the Assignor and Jerome A. Trupiano, both as Members (the "LLC").

B. Assignor and Assignee have entered into that certain Membership Interest Purchase Agreement dated as of February __, 2001 (the "Purchase Agreement"), wherein Assignor agreed to sell and Assignee agreed to buy all of Assignor's Membership Interest in the LLC (the "Subject Membership Interest").

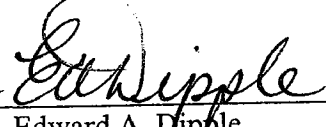
FOR VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Assignor agrees as follows:

1. Assignment. Assignor assigns, transfers, sets over, and conveys to Assignee, the Subject Membership Interest.
2. Binding Effect. This Assignment shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.
3. Construction; Definitions. This Assignment shall be construed in accordance with the internal laws of the Commonwealth of Massachusetts (without regard to its conflicts of laws principles). Capitalized terms used and not otherwise defined herein shall have the meanings given to such terms in the Purchase Agreement.
4. Assignor hereby assents to Assignee, in accordance with the provisions of Section 8.1(b) of the Operating Agreement, becoming a substituted Member of the LLC.

DATED as of the day and year first above written.


ASSIGNOR:

ASU International, Inc.

By: 
Name: Edward A. Dipple
Title: Chairman and Treasurer

ASSIGNEE:

TRU Holdings, LLC


Name: Jerome Trupiano
Title: Manager

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