

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion of business entity		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Agility Health, Inc.		12/18/2012	CORPORATION: MICHIGAN
RECEIVING PARTY DATA			
Name:	Agility Health, LLC		
Street Address:	607 Dewey Ave NW		
Internal Address:	Suite 300		
City:	Grand Rapids		
State/Country:	MICHIGAN		
Postal Code:	49504		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	4028712	SERVING TOGETHER. BETTER.	
Registration Number:	2973972	AGILITY HEALTH	
Registration Number:	3672707		
Registration Number:	3573667	FLEXAGILITY	
Registration Number:	3535663	AGILITY THERAPY	
CORRESPONDENCE DATA			
Fax Number:	6162222479		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	616-752-2479		
Email:	skeller@wnj.com		
Correspondent Name:	R. Scott Keller, Warner Norcross & Judd		
Address Line 1:	111 Lyon St NW		
Address Line 2:	900 Fifth Third Center		
Address Line 4:	Grand Rapids, MICHIGAN 49503		

OP \$140.00 4028712

ATTORNEY DOCKET NUMBER:	85083.124237
NAME OF SUBMITTER:	R. Scott Keller
Signature:	/rsk/
Date:	01/11/2013
Total Attachments: 4 source=Inc to LLC#page1.tif source=Inc to LLC#page2.tif source=Inc to LLC#page3.tif source=Inc to LLC#page4.tif	

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS BUREAU OF COMMERCIAL SERVICES													
Date Received DEC 18 2012	(FOR BUREAU USE ONLY)												
<p>FILED</p> <p>DEC 18 2012</p> <p>Administrator BUREAU OF COMMERCIAL SERVICES</p> <p>EFFECTIVE DATE</p>													
<p>This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.</p>													
<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td colspan="3">Name Matthew D. Johnson, Warner Norcross & Judd LLP</td> </tr> <tr> <td colspan="3">Address 900 Fifth Third Center, 111 Lyon St. NW</td> </tr> <tr> <td>City</td> <td>State</td> <td>Zip Code</td> </tr> <tr> <td>Grand Rapids</td> <td>MI</td> <td>49503</td> </tr> </table>		Name Matthew D. Johnson, Warner Norcross & Judd LLP			Address 900 Fifth Third Center, 111 Lyon St. NW			City	State	Zip Code	Grand Rapids	MI	49503
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Grand Rapids	MI	49503											

Document will be returned to the name and address you enter above.
 ☞ If left blank, document will be mailed to the registered office. ☜

CERTIFICATE OF CONVERSION

For use by a Corporation Converting into a Business Organization

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations) and Act 23, Public Acts of 1993 (limited liability companies), the undersigned corporation executes the following Certificate of Conversion.

1. Before Conversion

Entity Name: Agility Health, Inc.		Entity ID: 22702A
Indicate (X) Entity Type	<input checked="" type="checkbox"/>	Domestic Profit Corporation
	Street Address, if different than the one provided in Item 3:	
	<input type="checkbox"/>	Foreign Corporation

2. After Conversion

Entity Name: Agility Health, LLC		
Indicate (X) Entity Type	<input type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Foreign Corporation
	<input type="checkbox"/>	Domestic Limited Liability Company
	<input checked="" type="checkbox"/>	Foreign Limited Liability Company
<p>If the converting corporation is a domestic corporation that has not commenced business, has not issued any shares, and has not elected a board of directors, proceed to Item 6.</p> <p>If the converting corporation has commenced business, proceed to Item 3.</p>		

cc
 \$100.00 165932
 \$200.00 Vally 166021

3. Surviving Business Organization

Governing Statute: Delaware Limited Liability Company Act
Street Address: Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808
Principal Place of Business: 607 Dewey Ave., Suite 300, Grand Rapids, MI 49503

4. Shares

Designation and number of outstanding shares in each class or series <u>200,000 issued and outstanding shares of Common Stock and 1,200 issued and outstanding shares of Senior Convertible Preferred Stock</u>
Indicate class or series of shares entitled to vote _____ <u>Common Stock and Senior Convertible Preferred Stock</u>
Indicate class or series entitled to vote as a class _____ <u>Senior Convertible Preferred Stock</u>
if the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows: _____

5. The terms and conditions of the proposed conversion, including the manner and basis of converting the shares of the converting corporation into the shares of the converted entity.

On the effective date of the conversion, all of the shares of stock of Agility Health, Inc. outstanding immediately before the effective date will be converted into 100% of the membership interest of Agility Health, LLC. As a result, the sole shareholder of Agility Health, Inc. will be the sole member of Agility Health, LLC immediately following the conversion.

6. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in the office.)

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The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any shareholder of the converting corporation.

The conversion is permitted by the law that will govern the internal affairs of the business organization after conversion and the surviving business organization complies with that law in converting.

7. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the conversion are:

Assumed Name	Expiration Date
Agility Health Professionals	December 31, 2016
R.P.M. – Rehab Performance Manager	December 31, 2012
Agility Health P.T.	December 31, 2016
Agility Health Physical Therapy	December 31, 2016
Agility Health	December 31, 2014

8. The converting corporation's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization

Assumed Name

9. **Signatures:** Complete only Section (a), (b), or (c)

Complete if the Corporation has not commenced business:

a) The plan of conversion was approved by unanimous consent of the incorporators of the converting domestic corporation and the corporation has not yet commenced business, has not issued shares, and has not elected a board of directors in accordance with Section 745(1)(d) of the act.

Signed this _____ day of _____, _____.

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

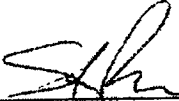
(Type or Print Name)

Complete if the Corporation has commenced business:

b) The plan of conversion was adopted by the Board of Directors and approved by the shareholders of the Domestic Corporation in accordance with Section 745(1)(c) of the Act.

Signed this 18th day of December, 2012.

By



(Signature of Authorized Officer or Agent)

Steven N. Davidson, Chief Executive Officer

(Type or Print Name)

Complete only if the converting corporation is foreign:

c) The plan of conversion was adopted and submitted for approval in the manner required by the law governing the internal affairs of the converting foreign corporation.

Signed this _____ day of _____, _____.

By

(Signature of Authorized Officer or Agent)

(Type or Print Name)