

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM406064

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Virgin HealthMiles, Inc.		10/03/2013	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Virgin Pulse, Inc.		
<b>Street Address:</b>	492 Old Connecticut Path, Suite 601		
<b>City:</b>	Framingham		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	01701		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3279568	HEALTHMILES	
<b>Registration Number:</b>	3285805	TAKE CHARGE TRACK RESULTS EARN REWARDS	
<b>Registration Number:</b>	3566614	GET ACTIVE. GET REWARDS.	
<b>Registration Number:</b>	3566615	LIVE LIFE LIVELY	
<b>Registration Number:</b>	3962308	PAY-FOR-PREVENTION	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2127288111		
<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>	2127288000		
<b>Email:</b>	ipdept@willkie.com		
<b>Correspondent Name:</b>	Meghan Hungate c/o Willkie Farr & Gallag		
<b>Address Line 1:</b>	787 Seventh Avenue		
<b>Address Line 4:</b>	New York, NEW YORK 10019		
<b>ATTORNEY DOCKET NUMBER:</b>	123488.00008 MH		
<b>NAME OF SUBMITTER:</b>	Meghan M. Hungate		
<b>SIGNATURE:</b>	/meghanhungate/		
<b>DATE SIGNED:</b>	11/18/2016		
<b>Total Attachments: 1</b>			

CH \$140.00 3279568



CERTIFICATE OF AMENDMENT  
TO THE  
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
VIRGIN HEALTHMILES, INC.

Pursuant to Section 242 of the General Corporation Law of  
the State of Delaware

Virgin HealthMiles, Inc. (hereinafter called the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

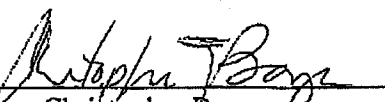
The Board of Directors of the Corporation duly adopted a resolution, pursuant to Sections 141 and 242 of the General Corporation Law of the State of Delaware, setting forth an amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The stockholders of the Corporation duly approved said proposed amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware and prompt written notice of such action shall be provided to those stockholders who did not consent in writing to such action. The resolution setting forth the amendment is as follows:

**RESOLVED:** That Article I of the Second Amended and Restated Certificate of Incorporation of the Corporation (as amended to date, the "Restated Certificate") is deleted in its entirety and the following is inserted in lieu thereof:

"The name of this corporation is Virgin Pulse, Inc. (the "Corporation")."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 3<sup>rd</sup> day of October, 2013.

VIRGIN HEALTHMILES, INC.

By:   
Name: Christopher Boyce  
Title: Chief Executive Officer