

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WebMD, Inc.		12/31/2007	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	WebMD LLC
Street Address:	111 Eighth Avenue
Internal Address:	Seventh Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10011
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 53

Property Type	Number	Word Mark
Registration Number:	2665254	CHANGING THE DYNAMICS OF INFORMATION ACCESS
Registration Number:	2790099	CLINICAL TRIAL CENTRAL
Registration Number:	2838410	CME CIRCLE
Registration Number:	2945035	CME PLUS
Registration Number:	2054302	COMINCENTS
Registration Number:	2986905	DON'T LEAVE IT TO CHANCE
Registration Number:	2737531	E
Registration Number:	2187823	EMEDICINE
Registration Number:	2308067	GROUP PUBLISHING SYSTEM
Registration Number:	3274190	HEALTHCARE ADVISOR
Registration Number:	2259558	HEALTHSTAGES
Registration Number:	2583955	HEARTWIRE
Registration Number:	2552090	INSTANT ACCESS TO THE MINDS OF MEDICINE

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Registration Number:	2666972	LOOKITMED
Registration Number:	2083103	MEDICINENET
Registration Number:	2149805	MEDCITE
Registration Number:	2560867	MEDMAIL
Registration Number:	2069424	MEDPULSE
Registration Number:	1978357	MED SCAPE
Registration Number:	2481598	MEDSITE
Registration Number:	2885858	MEDSITE IDetail
Registration Number:	2922035	MEDSITE INTERACTIVE DETAILING
Registration Number:	2617076	MEDSITE JOURNAL MANAGER
Registration Number:	2581424	MEDSITE REWARDS
Registration Number:	3034393	MEDTERMS
Registration Number:	3052483	
Registration Number:	2975329	
Registration Number:	2975325	
Registration Number:	3078480	
Registration Number:	2650324	OPTATE
Registration Number:	2650325	OPTATE
Registration Number:	2646782	OPTATE BENEFITCOMPANION
Registration Number:	2838472	PHARMAADVISOR
Registration Number:	2618630	PHYSICIANS' ONLINE
Registration Number:	3179593	RENALWIRE
Registration Number:	2954732	RHEUMANATIONS
Registration Number:	2856033	RHEUMAWIRE
Registration Number:	2410642	RXLIST
Registration Number:	2701879	SELECT QUALITY CARE
Registration Number:	2605915	SUBIMO
Registration Number:	1918274	SUMMEX
Registration Number:	2566891	THEHEART.ORG
Registration Number:	2394818	WEBMD
Registration Number:	2349285	WEBMD
Registration Number:	2524138	WEBMD HEALTH
Registration Number:	3128335	WEBMD HEALTH MANAGER
Registration Number:	2508413	WEBMD ONCALL
Registration Number:	2569050	WEBMD PRACTICE

Serial Number:	78613237	CME ON THE GO
Serial Number:	77422354	HEALTHTEON
Serial Number:	77230232	HEALTH EXPENSE ADVISOR
Serial Number:	78578644	ONHEALTH
Serial Number:	78619789	WEBMD

CORRESPONDENCE DATA

Fax Number: (617)526-5000

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 617-526-6448

Email: janey.davidson@wilmerhale.com

Correspondent Name: Michael J. Bevilacqua, Esquire

Address Line 1: Wilmer Cutler Pickering Hale and DorrLLP

Address Line 2: 60 State Street

Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER:	2000874150
NAME OF SUBMITTER:	Michael J. Bevilacqua
Signature:	/michael j. bevilacqua/
Date:	04/30/2008

Total Attachments: 3

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STATE OF GEORGIA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that a certificate of conversion has been filed on **12/31/2007** converting

WEBMD, INC.
a **Domestic Profit Corporation**

to

WEBMD LLC
a **Foreign Non-Qualifying Entity**

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid. Conversion of the above-named entity is effective upon issuance of this certificate.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on December 31, 2007



A handwritten signature in cursive script that reads "Karen C Handel".

Karen C Handel
Secretary of State

CERTIFICATE OF CONVERSION
OF
WEBMD, INC.

This Certificate of Conversion of WebMD, Inc., a Georgia corporation (the "Corporation") to a Delaware limited liability company, which shall be effective at 10:00 a.m., local time, on December 31, 2007 (the "Effective Time"), is being filed pursuant to Section 14-2-1109.3 of the Georgia Business Corporation Code.

FIRST: The name of the Corporation immediately prior to filing this Certificate is WebMD, Inc..

SECOND: The name of the Delaware limited liability company into which the corporation shall be converted as set forth in its Certificate of Formation is WebMD LLC.

THIRD: A plan of conversion has been adopted as required by Section 14-2-1109.3(c) of the Georgia Business Corporation Code.

FOURTH: As of the Effective Time set forth above, the authority of the Corporation's registered agent in the State of Georgia to accept service on the Corporation's behalf is revoked and the Secretary of State of the State of Georgia (the "Secretary") is irrevocably appointed as the agent for service of process on WebMD LLC in any proceeding to enforce any obligation of the Corporation arising prior to the Effective Time.

FIFTH: In accordance with the provisions of Section 14-2-1109.3(j) of the Georgia Business Corporation Code, a copy of any process served on the Secretary pursuant to the previous paragraph shall be mailed to the address listed below, and WebMD LLC shall notify the Secretary of any change to this mailing address:

111 Eighth Avenue
New York, New York 10011

State of Georgia
Expedite Conversion 2 Page(s)



T0736224014

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of the day and year first written above.

WEBMD, INC.

Douglas W. Wamsley
Douglas W. Wamsley,
Executive Vice President & Secretary

2001 DEC 26 AM 11:50
SECRETARY OF STATE
CORPORATIONS DIVISION

USTDOCS 6429873v7

RECORDED: 04/30/2008

TRADEMARK
REEL: 003768 FRAME: 0921