

11-27-1998

MPD  
11-20-98



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger  Change of Name
  - Other
- Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/KA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

11/24/1998 JSH/DAZZ 00000215 75353117

FOR OFFICE USE ONLY

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01 FC:481 40.00 BP  
02 FC:996 20.00 BP

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC 20514

REEL: 1819 FRAME: 0277

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text" value="75353117"/>	<input type="text"/>	<input type="text"/>
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**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Mary E. Zaug

Name of Person Signing

Signature

November 11, 1998

Date Signed

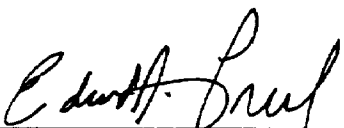
*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PRINCIPAL HOSPITAL COMPANY", A OREGON CORPORATION,  
WITH AND INTO "PROVINCE HEALTHCARE COMPANY" UNDER THE NAME OF "PROVINCE HEALTHCARE COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF FEBRUARY, A.D. 1998, AT 9 O'CLOCK A.M.



  
\_\_\_\_\_  
*Edward J. Freel, Secretary of State*

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AUTHENTICATION: 9395347

DATE: 11-09-98

**TRADEMARK**  
**REEL: 1819 FRAME: 0279**

**CERTIFICATE OF MERGER**

**OF**

**PRINCIPAL HOSPITAL COMPANY  
(an Oregon corporation)**

**WITH AND INTO**

**PROVINCE HEALTHCARE COMPANY  
(a Delaware corporation)**

It is hereby certified that:

**FIRST:** The name and state of incorporation of each constituent business corporation participating in the merger herein is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Province Healthcare Company	Delaware
Principal Hospital Company	Oregon

**SECOND:** An Amended and Restated Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Principal Hospital Company in accordance with the laws of the state of its incorporation, and by Province Healthcare Company in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation in the merger herein certified is Province Healthcare Company, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

**FOURTH:** The Certificate of Incorporation of Province Healthcare Company as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

**FIFTH:** The executed Amended and Restated Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

Province Healthcare Company  
109 Westpark Drive, Suite 180  
Brentwood, Tennessee 37027

SIXTH: A copy of the aforesaid Amended and Restated Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, upon request and without cost, to any stockholder of each of the aforesaid constituent corporations.

SEVENTH: The authorized capital stock of Province Healthcare Company consists of 25,000,000 shares of Common Stock, \$0.01 par value per share; 25,000 shares of Series A Senior Preferred Stock, no par value; 50,000 shares of Series B Junior Preferred Stock, no par value; and 100,000 shares of Preferred Stock, par value \$0.01 per share. The authorized capital stock of Principal Hospital Company consists of 20,000,000 shares of Common Stock, no par value; 25,000 shares of Series A Senior Preferred Stock, no par value; and 50,000 shares of Series B Junior Preferred Stock, no par value.

EIGHTH: The merger herein certified shall be effective upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the merger of the aforesaid constituent corporations, pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury do hereby declare and certify that this is the act and deed of the corporation and the facts stated herein are true and accordingly have hereunto signed this Certificate of Merger as of the 2nd day of February, 1998.

PROVINCE HEALTHCARE COMPANY,  
a Delaware corporation

By: /s/ Martin S. Rash  
Its: President

PRINCIPAL HOSPITAL COMPANY,  
an Oregon corporation

By: /s/ Martin S. Rash  
Its: President