

01-06-1999



RECORDATION NUMBER 100935794 .EET

RECORDED 10-27
OFFICE

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
Effective Date
Month Day Year

Change of Name

Other MRD 1/4/99

Conveying Party

Mark if additional names of conveying parties attached

Name Sierra Tucson Companies, Inc. Execution Date
Month Day Year
9 28 95

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name NextHealth, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 16500 N. Lago Del Oro Parkway

Address (line 2) _____

Address (line 3) Tucson AZ 85739
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 _____

01/06/1999 SBURNO 00000182 1712460

01. FQ:461 40.00 DP
01. FQ:482 25.00 DP

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1836 FRAME: 0106

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1712460"/>	<input type="text" value="1716808"/>	<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.

Bertha B. Kenny
Name of Person Signing

Bertha B. Kenny
Signature

10/23/98
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Enter Additional 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

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/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 the Assignment.)

Corporation Association

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Trademark Application Number(s)

Registration Number(s)

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State of Delaware

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"SIERRA TUCSON/ARIZONA HOLDINGS, INC.", A ARIZONA CORPORATION,

WITH AND INTO "SIERRA TUCSON COMPANIES, INC." UNDER THE NAME OF "NEXTHEALTH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1995, AT 4:40 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2206572 8100M

950224413

AUTHENTICATION: 7659610

DATE: 09-29-95

TRADEMARK
REEL: 1836 FRAME: 0109

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Sierra Tucson/Arizona Holdings, Inc.

INTO

**Sierra Tucson Companies, Inc.
(To Be Known As NextHealth, Inc.)**

* * * * *

Sierra Tucson Companies, Inc., a corporation organized and existing under the laws of Delaware (to be known as NextHealth, Inc.), DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 31st day of August, 1989, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Sierra Tucson/Arizona Holdings, Inc., a corporation incorporated on the 17th day of September, 1987, pursuant to the Corporations Law of the State of Arizona.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted on September 27, 1995 by the unanimous written consent of its members, filed with the minutes of the Board has determined to merge itself into said Sierra Tucson/Arizona Holdings, Inc.

NOW, THEREFORE BE IT HEREBY RESOLVED, that the Corporation merge and it does hereby merge with Holdings pursuant to the provisions of GCLD Section 253 and assumes all of its obligations.

RESOLVED FURTHER, that an Agreement and Plan of Merger (the "Merger") in the form of Exhibit "A" hereto be, and it hereby is, adopted and approved to effect the Merger;

RESOLVED FURTHER, that the appropriate officers of the Corporation be, and they hereby are, authorized and directed to execute and deliver the Merger Agreement and a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge with Holdings and assume its liabilities and obligations, and the date of adoption thereof; to cause the same to be filed with the Secretary of State and a certified copy recorded in the Office of the Recorder of Deeds of Newcastle County; and to take any and all additional actions and to execute and deliver such additional documents, instruments and papers as they may deem necessary or desirable to effectuate and consummate the Merger and fully execute the foregoing resolutions.

RESOLVED FURTHER, that the Merger shall be effective upon the date of filing a Certificate of Ownership and Merger with the Secretary of State of Delaware.

RESOLVED FURTHER, that the Corporation change its corporate name by changing Article 1 of the Certificate of Incorporation to read as follows:

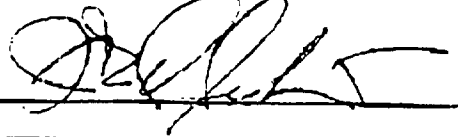
1. The name of the Corporation is NextHealth, Inc.

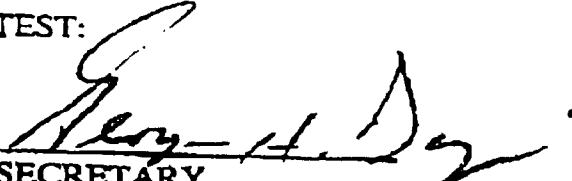
RESOLVED FURTHER, that this resolution may be executed in any number of counterparts, each of which shall be an original and, when signed by all of the directors, shall constitute the legal and binding act of the Board of Directors.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be amended or terminated and abandoned by the Board of Directors of NextHealth, Inc., (formerly, Sierra Tucson Companies, Inc.), at any time period to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Sierra Tucson Companies, Inc., has caused this Certificate to be signed by John H. Schmitz its President, and attested by George Daranyi, its Secretary, this 28th day of September, 1995.

SIERRA TUCSON COMPANIES, INC.

BY: 
ITS: _____
PRESIDENT

ATTEST:
BY: 
SECRETARY

LMNSIETMELFRM

EXHIBIT "A"

AGREEMENT
AND
PLAN OF MERGER
FOR
SIERRA TUCSON COMPANIES, INC.
AND
SIERRA TUCSON/ARIZONA HOLDINGS, INC.

This Agreement and Plan of Merger is made and entered into effective as of the 28th day of September, 1995, by and between SIERRA TUCSON COMPANIES, INC., a Delaware corporation ("Parent") and SIERRA TUCSON/ARIZONA HOLDINGS, INC., an Arizona corporation ("Subsidiary").

RECITALS

A. Parent and Subsidiary are desirous of entering into an agreement under which Subsidiary would be merged into Parent pursuant to the procedures specified under Section 253 of the General Corporation Law of the State of Delaware ("GCLD") and under applicable Arizona law and which would qualify as a tax-free reorganization pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

AGREEMENT

NOW THEREFORE, the parties do hereby agree as follows:

1. Plan of Reorganization

1.1 Adoption of Plan

Parent and Subsidiary hereby adopt a Plan of Reorganization pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. The terms and conditions governing this plan of reorganization are hereinafter set forth.

1.2 Statutory Merger

Subsidiary shall merge into Parent pursuant to the provisions of Arizona Revised Statutes § 10-071 et seq and GCLD § 253. Upon the consummation of such merger ("Effective Date"), the separate existence of Subsidiary shall cease and Parent shall succeed to and become the owner of, without other transfer, all the rights, privileges, licenses, permits, certificates and properties of Subsidiary and shall be subject to all debts and liabilities of Subsidiary.

1.3 Rights of Parent's Stockholders Unaffected

The rights, powers and interests of the stockholders of Parent shall be unaffected by this merger.

1.4 Subsidiary Stock

On Effective Date, Parent's stock in Subsidiary shall be cancelled and returned.

1.5 Requirements for Merger

The following statutory requirements shall be met as a prerequisite to the consummation of this Plan of Merger:

A. Approval of this Plan of Merger by the Boards of Directors of Parent and Subsidiary.

B. Execution of Articles of Merger in the proper form and the filing with and acceptance of said Articles of Merger by the Arizona Corporation Commission.

C. Execution and filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

2. Changes to Articles of Surviving Corporation

The Articles of Incorporation of Parent as the surviving corporation, shall be amended by the Articles of Merger to provide that the name of the surviving corporation shall be NextHealth, Inc.

3. Consummation of Transaction

3.1 Closing Date

The Plan of Merger contemplated hereby shall be consummated on the date of filing the Certificate of Ownership and Merger with the Secretary of State of Delaware.

3.2 Transfers by Subsidiary

Subsidiary shall deliver to Parent its corporate minute books, stock transfer books, current as of the closing date, the corporate seal and such other corporate books and records of Subsidiary as Parent may reasonably request.

3.3 Articles of Incorporation

The Articles of Incorporation of Parent as amended as provided herein shall be the Articles of Incorporation of the surviving corporation.

3.4 Bylaws

The bylaws of Parent in effect on the Closing Date shall be the bylaws of Parent as the surviving corporation.

3.5 Directors and Officers

The director and officers of Parent as the surviving corporation as of the Closing Date shall be:

A. Directors

William T. O'Donnell, Jr.
Neil E. Jenkins
Joseph R. Cruse, M.D.
Ronald E. Robison
John H. Schmitz

B. Officers

President - John H. Schmitz
Secretary - George H. Daranyi

4. General Provisions

4.1 Entire Agreement

Once approved by the directors of Parent and Subsidiary, this Agreement shall constitute the entire agreement between the parties and supersede and cancel any other agreement, representation or communication between the parties hereto relating to the transactions contemplated herein or the subject matter hereof.

4.2 Headings

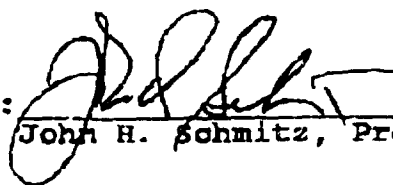
The section and subsection headings in this Agreement are inserted for convenience only and shall not affect in any way the meaning or interpretation of this Agreement.

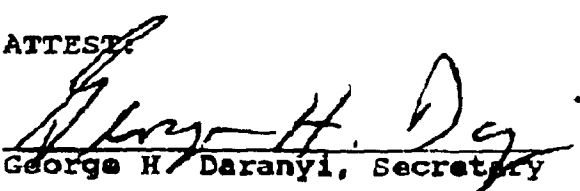
4.3 Governing Law of Agreement

This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, Parent and Subsidiary have caused this Agreement to be executed by their duly authorized officers.

SIERRA TUCSON COMPANIES, INC.,
a Delaware corporation

By: 
John H. Schmitz, President

ATTEST:

George H. Daranyi, Secretary
LNH\STETU\PLAN.MER

LAW OFFICES

HECKER, PHILLIPS & ZEEB

A PROFESSIONAL LIMITED LIABILITY COMPANY

STEVEN W. PHILLIPS
LAWRENCE M. HECKER
JAMES W. ZEEB
KENNETH R. MOELLER
L. MATTHEW MUEHLEBACH

ROCKWELL BUILDING
405 WEST FRANKLIN STREET
TUCSON, ARIZONA 85701-8209

(520) 798-3803
FAX (520) 620-0405

OF COUNSEL
ROGER S. LEVITAN

December 28, 1998

Certified Mail - Return Receipt Requested

Assignment Branch
United States Department of Commerce
Patent and Trademark Office
Box Assignments
Washington D. C. 20231

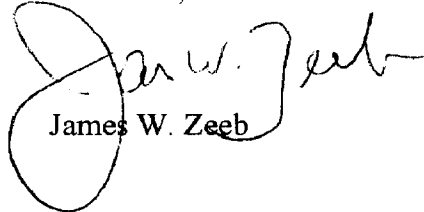
Re: Recordation Form Cover Sheet;
Marks No. 1,716,808 and 1,712,460

Dear Sir or Madam:

Enclosed for filing is a Recordation Form Cover Sheet, together with the applicable conveyance document and check in the amount of \$65.00 as payment for the filing fee, for the above-referenced trademarks. Please let me know if any additional information is required.

Very truly yours,

HECKER, PHILLIPS & ZEEB



James W. Zeeb

JWZ/tlj
Enclosure

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RECORDED: 01/06/1999

TRADEMARK
REEL: 1836 FRAME: 0116