

06-03-1999

TRADEMARK  
Docket No. 3017-4000

IN THE U.



101026533

ADEMARK OFFICE  
R SHEET

HON. COMMISSIONER OF PATENTS AND TRADEMARKS  
BOX ASSIGNMENTS  
Washington, D.C. 20231

Sir:

Please record the attached original documents or copies thereof.

1. Name Of Conveying Party(ies): Byram-Southeast Healthcare Centers, Inc.

Individual(s)

General Partnership

Corporation-State - Georgia

Association

Limited Partnership

Other \_\_\_\_\_

Additional name(s) conveying party(ies) attached?  Yes  No

ASSIGNMENT  
DATE: 12-31-1998  
BY: [Signature]

2. Name and address of receiving party(ies):

Name: Byram Healthcare Centers, Inc.

Internal Address: \_\_\_\_\_

Street Address: 75 Holly Hill Lane

City Greenwich State CT ZIP 06830

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation-State New Jersey

Other \_\_\_\_\_

If assignee is not domiciled in the U.S., a domestic representative designation is attached:  Yes  No

(Designation must be a separate document from Assignment). Additional name(s) & address(es) attached?

Yes  No

3. Nature Of Conveyance:

Assignment

Security Agreement

Other \_\_\_\_\_

Merger

Change of Name

Execution Date: December 31, 1998

4. Application Number(s) or Registration Number(s):

Trademark Application No.(s) \_\_\_\_\_

Trademark registration No.(s) 1,783,022 \_\_\_\_\_

5. Name and address of party to who correspondence concerning document should be mailed:

Name: Scott Greenberg, Esq. c/o Morgan & Finnegan L.L.P.

Internal Address: \_\_\_\_\_

Street Address: 345 Park Avenue

City New York State NY ZIP 10154

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00

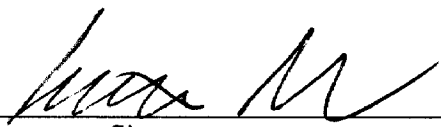
Enclosed

Charge fee to Deposit Account No. 13-4500.

The Commissioner is hereby authorized to charged any additional fees which may be required for this Assignment, or credit any overpayment to Deposit Account No. 13-4500.

8. 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.*

Scott Greenberg                                            5/28/99  
Name of Person Signing                      Signature                      Date

FORM: REC-TM.NY  
Rev. 10/04/94

**FILED**

DEC 23 1998

James A. DiEsterio, Jr.  
State Treasurer

**CERTIFICATE OF MERGER**

**OF**

**BYRAM HEALTHCARE CENTERS, INC.,  
A New Jersey corporation**

**and**

**BYRAM-SOUTHEAST HEALTHCARE CENTERS, INC.,  
a Georgia corporation**


**TO: Secretary of State  
State of New Jersey**

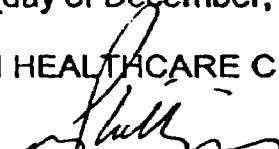
Pursuant to the provisions of Chapter 10 of the New Jersey Business Corporation Act, the undersigned corporations, Byram Healthcare Centers, Inc., a New Jersey corporation ("Byram") and Byram-Southeast Healthcare Centers, Inc., a Georgia corporation ("Byram-SE") hereby adopt this Certificate of Merger for the purpose of merging Byram-SE into Byram:


1. The Agreement and Plan of Merger setting forth the terms and conditions of the merger of Byram-SE with and into Byram was executed by Byram-SE and Byram as of July 1, 1998 ("Merger Plan") after approval of the Board of Directors of Byram and Byram-SE. A Summary of the Merger Plan is attached to this Certificate as Exhibit A.
2. The Merger shall be effective on December 31, 1998.
3. The name of the surviving corporation after the effective date of the merger shall be "Byram Healthcare Centers, Inc." ("Surviving Corporation") which will continue its existence as the Surviving Corporation under its present name upon the effective date of the merger pursuant to the laws of the State of New Jersey.

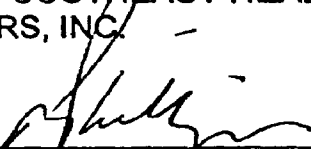
4. The laws of the State of Georgia, the jurisdiction under which Byram-SE was organized, permit the merger contemplated by the Merger Plan, and the laws of the State of Georgia, on fulfillment of the applicable Georgia filing and recording requirements have been complied with.

IN WITNESS WHEREOF, each of the undersigned corporations have caused this Certificate to be signed and sealed this 21 day of December, 1998.

ATTEST:  
  
\_\_\_\_\_  
Lawrence E. Janes  
Secretary

BYRAM HEALTHCARE CENTERS, INC.  
BY:   
\_\_\_\_\_  
Peter A. Phillips  
President

ATTEST:  
  
\_\_\_\_\_  
Lawrence E. Janes  
Secretary

BYRAM-SOUTHEAST HEALTHCARE CENTERS, INC.  
BY:   
\_\_\_\_\_  
Peter A. Phillips  
President

**EXHIBIT A TO CERTIFICATE OF MERGER**

**Summary of Merger Plan**

Byram Healthcare Centers, Inc., a New Jersey corporation ("Byram") proposes to enter into an Agreement and Plan of Merger ("Merger Agreement") dated July 1, 1998 with its wholly owned subsidiary, Byram-Southeast Healthcare Centers, Inc., a Georgia corporation ("Byram-SE"). The Merger Agreement provides for the merger of Byram-SE into Byram with Byram being the surviving entity. The purpose of the merger is to reduce overhead and operating expenses. The Board of Directors of Byram has determined that the merger with Byram-SE is in the best interest of Byram. The merger is scheduled to occur on or about December 31, 1998 ("Merger Date").