

03-30-2001



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3/14/01

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
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
12241997

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/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 Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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

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

(502)584-1135

Name

James R. Robinson

Address (line 1)

Middleton Reutlinger

Address (line 2)

401 S 4th Ave Ste 2500

Address (line 3)

Louisville, Kentucky 40202

Address (line 4)

Pages

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

#

6

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1538398	<input type="text"/>	<input type="text"/>
1563702	<input type="text"/>	<input type="text"/>
1539521	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

3

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

90

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:

#

Yes

No

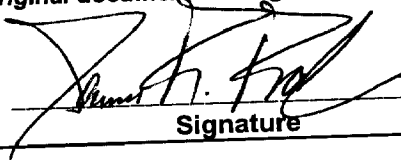
Authorization to charge additional fees:

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.

James R. Robinson

Name of Person Signing



Signature

3/13/01

Date Signed

A0513667



SECRETARY OF STATE



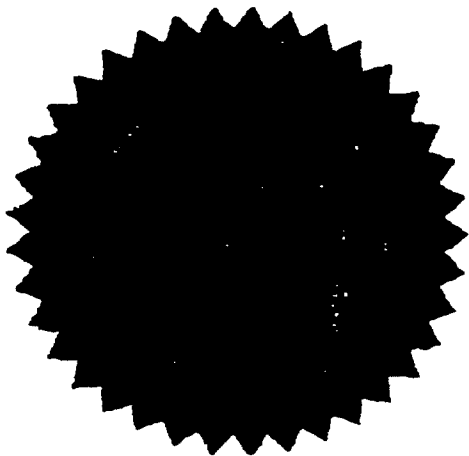
mg spg

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

SEP 09 1998



Bill Jones

Secretary of State

40513667

AGREEMENT OF MERGER

OF


RESOURCE OPPORTUNITIES, INC.,
a Florida corporation

AND

COMMUNITY CARE NETWORK, INC.,
a California corporation

ENDORSED
FILED
in the office of the Secretary of State
of the State of Florida

SEP 03 1998


BILL J. SMITH, Secretary of State

AGREEMENT OF MERGER entered into on December 2, 1997 by Resource Opportunities, Inc., and Community Care Network, Inc., as approved by the Board of Directors of each of said corporations:

1. Resource Opportunities, Inc., a Florida corporation incorporated (the "disappearing corporation"), shall be merged with and into Community Care Network, Inc., a California corporation (the "surviving corporation"). The laws of the jurisdiction of incorporation of the disappearing corporation permit the merger of a business corporation of said jurisdiction with and into a business corporation of another jurisdiction.
2. The separate existence of the disappearing corporation shall cease upon the effective date of the merger in accordance with the provisions of the laws of the jurisdiction of incorporation of said corporation.
3. The surviving corporation shall continue its existence under its present name pursuant to the provisions of the General Corporation Law of the State of California.
4. The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the State of California shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of California.
5. The bylaws of the surviving corporation upon the effective date of the merger in the State of California shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of California.
6. The directors and officers in office of the surviving corporation upon the effective date of the merger in the State of California shall continue to be the members of the

Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

7. Each issued share of the disappearing corporation shall, upon the effective date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner or any consideration be paid therefor, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

8. In the event that the merger herein provided for shall have been fully authorized in accordance with the provisions of the laws of the jurisdiction of incorporation of the disappearing corporation and in accordance with the provisions of the General Corporation Law of the State of California, the disappearing corporation and the surviving corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the disappearing corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the Merger herein provided for.

The effect of the merger and the effective date of the merger are as prescribed by law.

Signed on December 21, 1997.

RESOURCE OPPORTUNITIES, INC.

By: [Signature]
Name: John M. Franchet
Capacity: Vice President

By: [Signature]
Name: Don A. Blackwood
Capacity: Asst. Secretary

Signed on December 21, 1997.

COMMUNITY CARE NETWORK, INC.

By: [Signature]
Name: John M. Franchet
Capacity: Vice President

By: [Signature]
Name: Don A. Blackwood
Capacity: Asst. Secretary

CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

John M. Farrell and Don A. Blackwood state and certify that:

- 1. They are the Vice President and Asst. Secretary respectively of Community Care Network, Inc., a California corporation.
- 2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
- 3. There is only one class of shares and the total number of outstanding shares is eight million one hundred seventy-five thousand (8,175,000).
- 4. The shareholder percentage vote required for the aforesaid approval was one hundred percent.
- 5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the City of Nashville, in the State of TN, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on December 21, 1997.

By: [Signature]
Name: John M. Farrell
Capacity: Vice President

By: [Signature]
Name: Don A. Blackwood
Capacity: Asst. Secretary

PBHURESOUZ7140.1

CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

John M. Frankell and Dan A. Blackwood state and certify that:

- 1. They are the Vice President and Asst. Secretary, respectively of Resource Opportunities, Inc., a Florida corporation.
- 2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
- 3. There is only one class of shares and the total number of outstanding shares is two thousand (2,000).
- 4. The shareholder percentage vote required for the aforesaid approval was one hundred percent.
- 5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the City of Nashville, in the State of TN, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on December 04 1997.

By: [Signature]
Name: John M. Frankell
Capacity: Vice President

By: [Signature]
Name: Dan A. Blackwood
Capacity: Asst. Secretary



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