

01-24-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

RE-11 277-27 MR P.O. 01

1. Name of conveying party(ies): InterCare, Inc. 9-601
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: InterCare Health Systems, Ltd.
Internal
Address:
Street Address: 2575 Boyce Plaza Road
City: Pittsburgh State: PA Zip: 15241
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other Limited Liability Company
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 10/11/95

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1872766
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Alex W. Thomson
Internal Address: Houston Harbaugh, P.C. Twelfth Floor
Street Address: Two Chatham Center
City: Pittsburgh State: PA Zip: 15219-3463

7. Total fee (37 CFR 3.41).....\$ 40.00
Enclosed
Authorized to be charged to deposit account

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.
Alex W. Thomson Signature September 6, 2001 Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

09/13/2001 LNUELLER 00000105 1872766 01 FC:481 40.00 DP

TRADEMARK REEL: 002402 FRAME: 0131

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Microfilm Number _____

Filed with the Department of State on _____

Entity Number 2634

[Signature]
Secretary of the Commonwealth

DOMESTIC BUSINESS CORPORATION
CERTIFICATE OF MERGER OR CONSOLIDATION/LIMITED LIABILITY COMPANY

DSCB:15-8958 (Rev 95)

In compliance with the requirements of 15 Pa.C.S. § 8958 (relating to certificate of merger or consolidation), the undersigned limited liability company(s), desiring to effect a merger or consolidation, hereby state that:

1. The name of the limited liability company surviving the merger or consolidation is: _____
InterCare Health Systems, Inc.

2. (Check and complete one of the following):

___The surviving limited liability company is a domestic limited liability company and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 2575 Boyce Plaza Road Pittsburgh PA 15241 Allegheny
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a limited liability company represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the limited liability company is located for venue and official publication purposes.

___The surviving limited liability company is a qualified foreign limited liability company formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a limited liability company represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the limited liability company is located for venue and official publication purposes.

___The surviving limited liability company is a nonqualified foreign limited liability company formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

3. The name and the address of its current registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic limited liability company and qualified foreign limited liability company which is a party to the plan of merger or consolidation are as follows:

Business Corporation Address of Registered Office or Name of Commercial Registered Office Provider County
Name of Limited Liability Company
InterCare, Inc. 2575 Boyce Plaza Road, Pittsburgh, PA 15241 Allegheny

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PA Dept. of State

4. (Check, and if appropriate complete, one of the following):

The plan of merger or consolidation shall be effective upon filing this Certificate of Merger or Consolidation in the Department of State.

The plan of merger or consolidation shall be effective on: _____ Date _____ at _____ Hour

5. The manner in which the plan of merger or consolidation was adopted by each domestic limited liability company is as follows:

| Name of Limited Liability Company | Manner of Adoption |
|---------------------------------------|--|
| <u>InterCare Health Systems, Ltd.</u> | Member approval pursuant to 15 Pa. C.S.A. § 8954(a) |
| <u>InterCare, Inc.</u> | Shareholder approval pursuant to 15 Pa. C.S.A. § 1924(a) |

6. (Strike out this paragraph if no foreign limited liability company is a party to the merger or consolidation): The plan was authorized, adopted or approved, as the case may be, by the foreign limited liability company (or each of the foreign limited liability companies) party to the plan in accordance with the laws of the jurisdiction in which it is organized.

7. (Check, and if appropriate complete, one of the following):

The plan of merger or consolidation is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 8958(b) (relating to omission of certain provisions of plan of merger or consolidation) the provisions, if any, of the plan of merger or consolidation that amend or constitute the operative Certificate of Organization of the surviving limited liability company as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger or consolidation is on file at the principal place of business of the surviving limited liability company, the address of which is:

2575 Boyce Plaza Road Pittsburgh Pennsylvania 15241
Number and Street City State Zip

IN TESTIMONY WHEREOF, each undersigned limited liability company has caused this Certificate of Merger or Consolidation to be signed by a duly authorized member or manager thereof this 11th day of October, 19 95.

InterCare Health Systems, Ltd.
(Name of Limited Liability Company)

BY: [Signature]
(Signature)

TITLE: Manager

InterCare, Inc.
(Name of Limited Liability Company) Business Corporation

BY: [Signature]
(Signature)

TITLE: President

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

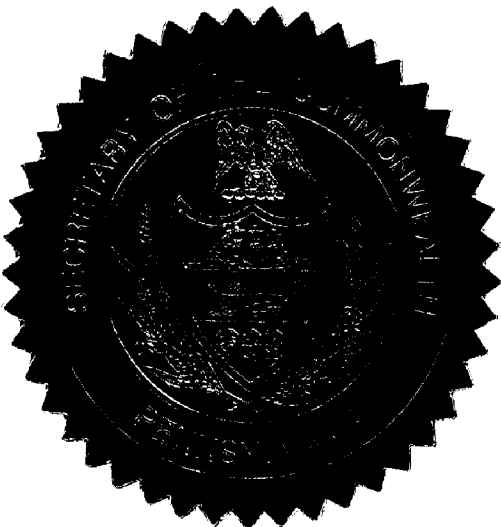
AUGUST 27, 2001

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

INTERCARE HEALTH SYSTEMS, LTD.

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Pizzingrilli

Secretary of the Commonwealth

JSOW