

12-27-2002

SEP 3 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.

1. Name of conveying party(ies):

HEALTH RESOURCE DESIGN, INC.

- Individual(s) Association General Partnership Limited Partnership Corporation-State OHIO Other

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

2. Name and address of receiving party(ies)

Name: HEALTH DESIGN PLUS, INC.

Internal Address:

Street Address: 1755 Georgetown Road

City: Hudson State: OH Zip: 44236

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State OHIO

Other

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: FEBRUARY 19, 1997

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2064670

Additional number(s) attached Yes No

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

Name: Stanley M. Dub

Internal Address: Gallagher, Sharp, Fulton & Norman

Street Address: 1501 Euclid Avenue, 7th Floor

City: Cleveland State: OH Zip: 44115

6. Total number of applications and registrations involved:

1

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.

Stanley M. Dub

Name of Person Signing

Signature

Signature

8/21/02

Date

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

10

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

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TRADEMARK REEL: 002639 FRAME: 0423

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

1. Name of conveying party(ies): 8-21-02

HEALTH RESOURCE DESIGN, INC.

- Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State OHIO  
 Other \_\_\_\_\_

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

3. Nature of conveyance:

- Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

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- Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State OHIO  
 Other \_\_\_\_\_

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(Designations must be a separate document from assignment)  
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Stanley M. Dub  
Name of Person Signing

Stanley M. Dub  
Signature

8/21/02  
Date

Total number of pages including cover sheet, attachments, and document: 10

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

731331

Prescribed by:  
Bob Taft, Secretary of State  
30 East Broad Street, 14th Floor  
Columbus, Ohio 43266-0418

Approved           
Date 02/24/97  
Fee 50-

97022440001

**CERTIFICATE OF MERGER**

eff. 4/1/97

In accordance with the requirements of Ohio law, the undersigned corporation, limited liability corporation and/or limited partnership, desiring to effect a merger, set forth the following facts:

**I. SURVIVING ENTITY**

A. The name of the entity surviving the merger is:

HEALTH RESOURCE DESIGN, INC.

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following:

HEALTH DESIGN PLUS, INC.

C. The surviving entity is a : *(Please check the appropriate box and fill in the appropriate blank)*

- Domestic (Ohio) corporation
- Foreign (non-Ohio) corporation incorporated under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the state of Ohio.
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of \_\_\_\_\_, and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio limited liability company
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_, and registered to do business in the state of Ohio.
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_, and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) limited partnership, registration number \_\_\_\_\_
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_, and registered to do business in the state of Ohio under registration number \_\_\_\_\_

**RECEIVED**

FEB 24 1997

SECRETARY OF STATE

TRADEMARK

[ ] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_, and NOT registered to do business in the state of Ohio.

## II. MERGING ENTITIES

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows:

Name	State/Country of Organization	Type of Entity
<u>HEALTH SYSTEMS SERVICES, INC.</u>	<u>Ohio</u>	<u>Corporation</u>
		<u>728229</u>
		<u>(150)</u>

## III. MERGER AGREEMENT ON FILE

The name and mailing address of the persons or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Stanley M. Dub. Esq., Gallagher, Sharp Fulton &amp; Norman</u>	<u>1501 Euclid Avenue, 7th Floor Cleveland, Ohio 44115</u>

## IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on April 1, 1997.

## V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

## VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name

Address

---

 (complete street address)

---

 (city, village or township)

(zip code)

*(THIS item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the state of Ohio).*

### Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

---

 Signature of Agent

*(This acceptance of agent must be completed by domestic surviving entities if through the merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records).*

### VII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

### VIII. AMENDMENTS

The articles of incorporation, ~~articles of organization or certificate of limited partnership~~ (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A". Name change only - See Article I.B.

*(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)*

### IX. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, limited liability company or limited partnership desires to transact business in Ohio as a foreign limited liability company, or foreign limited partnership, and hereby appoint the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

N/A  
 \_\_\_\_\_  
 (Name)

\_\_\_\_\_  
 (Street and number)

\_\_\_\_\_, Ohio  
 (City, village or township)

\_\_\_\_\_  
 (Zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

a. The name of the limited liability company in its state of organization/registration is \_\_\_\_\_  
 \_\_\_\_\_

b. The name under which the limited liability company desires to transact business in Ohio is \_\_\_\_\_

c. The limited company was organized or registered on \_\_\_\_\_  
 under the laws of the state/country of \_\_\_\_\_

d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: \_\_\_\_\_  
 \_\_\_\_\_

2. **Foreign Qualifying Limited Partnership**

(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

a. The name of limited partnership is: \_\_\_\_\_  
 \_\_\_\_\_

b. The limited partnership was formed on \_\_\_\_\_  
 under the laws of the state/country of \_\_\_\_\_

c. The address of the office of the limited partnership in its state/country of organization is: \_\_\_\_\_  
 \_\_\_\_\_

d. The limited partnership's principal office address is: \_\_\_\_\_

e. The name and business or residence address of the GENERAL partners of the partnership are as follows:

Name	Address
------	---------

_____
_____
_____

*(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses.)*

f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

\_\_\_\_\_


\_\_\_\_\_

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives on the date(s) stated below.

HEALTH RESOURCE DESIGN, INC.

HEALTH SYSTEMS SERVICES, INC.

By: 

By: 

Its: PRESIDENT

Its: PRESIDENT

Date: FEB. 19, 1997


Date: FEB. 19, 1997

**CONSENT FOR USE OF THE NAME  
"HEALTH DESIGN PLUS"**

The undersigned, M. Ruth Coleman, has previously registered the name "Health Design Plus" as a tradename in the state of Ohio.

By executing this document, the undersigned consents to the use of the name "Health Design Plus" by Health Design Plus, Inc., an Ohio corporation formerly known as Health Resource Design, Inc.

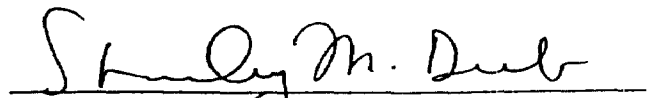
IN WITNESS WHEREOF, I have executed this Consent for Use of Name, the 19th day of February, 1997.

  
M. Ruth Coleman

STATE OF OHIO                    )  
  ) ss.  
COUNTY OF CUYAHOGA    )

Before me, a notary public in and for said county and state, personally appeared the above-named M. Ruth Coleman, known to me to be the person whose name is subscribed to the foregoing instrument, who acknowledged that she did sign the foregoing instrument and that the same is her free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto affixed my signature and official seal at Cleveland, Ohio this 19th day of February, 1997.

  
Notary Public

STANLEY M. DUB, Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
O.R.C. 147.03



ARTICLES OF INCORPORATION

OF

HEALTH RESOURCE DESIGN, INC.

APPROVED  
By 20  
Date 8-24-88  
Amount \$75.00

The undersigned, desiring to form a corporation for profit under the General Corporation Law of Ohio, does hereby certify:

FIRST: The name of the corporation shall be **HEALTH RESOURCE DESIGN, INC.**

SECOND: The place in the State of Ohio where its principal office is to be located is Cleveland, Ohio in Cuyahoga County.

THIRD: The purpose for which it is formed is to engage in the business of alternative health care delivery systems and to engage in any lawful acts or activities for which corporations may be formed under Section 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is seven hundred fifty (750) shares, consisting of 750 voting common shares without par value.

FIFTH: The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such prices and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

SIXTH: The amount of capital with which the corporation will begin business shall be not less than Five Hundred Dollars (\$500.00).

**IN WITNESS WHEREOF**, I have hereunto subscribed my name this 23rd day of August, 1988.

  
\_\_\_\_\_  
JAMES F. KOEHLER  
Incorporator



# The State of Ohio

**Bob Taft**

Secretary of State

731331

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: MER CHN

of:

HEALTH DESIGN PLUS, INC. FORMERLY HEALTH RESOURCE DESIGN, INC.

United States of America  
State of Ohio  
Office of the Secretary of State

Recorded on Roll 5807 at Frame 0204 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 24TH day of FEB

A.D. 19 97



*Bob Taft*

Bob Taft  
Secretary of State