

02-11-2003



102360488

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

1. Name of conveying party(ies): **2-7-03**

HCA - The Healthcare Company

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

2. Name and address of receiving party(ies)

Name: HCA Inc.

Street Address: P.O. Box 550

City: Nashville ST: TN ZIP 37203

Additional name(s) & address(es) attached? No

3. Nature of conveyance:

Merger

Execution Date: July 1, 2001

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

A. Trademark Application No.(s):

B. Trademark No.(s): 1,504,361

Additional numbers attached? Yes No

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

Name: Emily A. Shouse
WADDEY & PATTERSON
BANK OF AMERICA PLAZA SUITE 2020
414 UNION STREET
NASHVILLE, TN 37219

Customer No. 23456

6. Total number of applications and trademarks involved: 1

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

The fee is enclosed

8. Deposit account number: 23-0035

(Attach duplicate copy of this page if paying by deposit account.)

OFFICE OF PUBLIC RECORDS
203 FEB -7 AM 10:12
FINANCE SECTION

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.

Emily A. Shouse

Name of Person Signing

Emily A. Shouse
Signature

January 30, 2003
Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, DC 20231

02/10/2003 LMUELLER 00000259 1504361

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TRADEMARK
REEL: 002667 FRAME: 0920

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HCA INC.

WITH AND INTO

HCA - THE HEALTHCARE COMPANY

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

HCA - The Healthcare Company, a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of HCA Inc., a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation under the name of HCA Inc.:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted on May 24, 2001, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

WHEREAS, HCA - The Healthcare Company, a Delaware corporation (the "Company") owns all of the outstanding shares of the capital stock of HCA Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors of the Company has deemed it advisable that the Subsidiary be merged with and into the Company pursuant to Section 253 of the General Corporation Law of the State of Delaware;

NOW, THEREFORE, BE IT

RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger");

RESOLVED FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger;

RESOLVED FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be cancelled and no consideration shall be issued in respect thereof;

RESOLVED FURTHER, that the certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article First thereof shall be amended to read in its entirety as follows:

FIRST: The name of the corporation is **HCA Inc.**

RESOLVED FURTHER, that the proper officers of the Company be, and they hereby are, authorized to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.

FOURTH: The Company shall be the surviving corporation of the Merger. The name of the surviving corporation shall be amended in the Merger to be "HCA Inc."

FIFTH: The certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of

incorporation of the surviving corporation, except that Article First thereof shall be amended to read in its entirety as follows:

FIRST: The name of the corporation is HCA Inc.

SIXTH: The effective time and date of the Merger shall be 12:01 a.m., Eastern Time, on July 1, 2001.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 29th day of June, 2001.

By: John M. Franck II
Name: John M. Franck II
Office: Vice President and Corporate Secretary

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HCA INC.", A DELAWARE CORPORATION,

WITH AND INTO "HCA-THE HEALTHCARE COMPANY" UNDER THE NAME OF "HCA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTE DAY OF JUNE, A.D. 2001, AT 10:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2001, AT 12:01 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1219467

DATE: 06-29-01

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