

06-24-2003

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Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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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):

GranCare, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 05/13/2002

2. Name and address of receiving party(ies)

Name: GranCare, LLC.

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

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

Street Address: One Ravinia Drive, Suite 1500

City: Atlanta State: GA Zip: 30346

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State

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

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

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

B. Trademark Registration No.(s) 2,071,430

Additional number(s) attached  Yes  No

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

Name: Duane Morris c/o Allen L. Greenberg

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

Street Address: 1180 West Peachtree Street

Suite 700

City: Atlanta State: GA Zip: 30309-3448

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:

04-1679

DO NOT USE THIS SPACE

9. Signature.

Wynn G. Sims

Name of Person Signing

Wynn G. Sims

Signature

6-16-03

Date

6

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

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

06/23/2003 LMUELLER 00000162 2071430

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40.00 DP

TRADEMARK  
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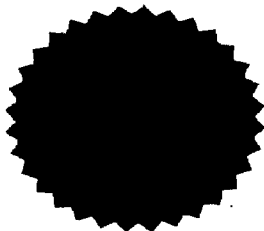
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "GRANCARE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GRANCARE, INC." TO "GRANCARE, LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF MAY, A.D. 2002, AT 10:20 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTEENTH DAY OF MAY, A.D. 2002, AT 12:13 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2666389 8100V

AUTHENTICATION: 1774731

020302754

DATE: 05-13-02

TRADEMARK  
REEL: 002762 FRAME: 0496

**CERTIFICATE OF CONVERSION**

**OF**

**GRANCARE, INC.**  
**(A Delaware Corporation)**

**TO**

**GRANCARE, LLC**  
**(A Delaware Limited Liability Company)**

The undersigned, an authorized natural person, for the purpose of converting GranCare, Inc., a corporation organized under the laws of the State of Delaware to GranCare, LLC, a limited liability company organized under the laws of the State of Delaware, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6, Section 18-214 of the Delaware Limited Liability Company Act and the acts amendatory thereof and supplemental thereto) hereby certifies that:

**FIRST:** GranCare, Inc. the converting entity was organized and formed on September 24, 1996 under the name of New Grancare, Inc. in the State of Delaware. The jurisdiction of such corporation has not changed.

**SECOND:** The name of the converting entity continues to be GranCare, Inc. and was GranCare, Inc. immediately prior to the filing of the Certificate of Conversion.

**THIRD:** The name of the limited liability company to be the converted entity is GranCare, LLC.

**FOURTH:** This conversion to a limited liability company shall be effective as of 12:13 p.m. Eastern Daylight Time on May 13, 2002.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:20 AM 05/13/2002  
020302754 - 2666389

Executed as of the 9<sup>th</sup> day of May, 2002.

GranCare, Inc.

By: 

Stefano M. Miele, Secretary

S45519

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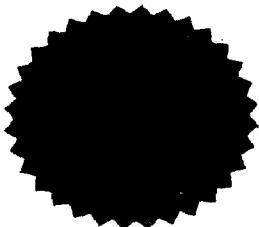
# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "GRANCARE, LLC" FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF MAY, A.D. 2002, AT 10:20 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTEENTH DAY OF MAY, A.D. 2002, AT 12:13 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2666389 8100V

020302754

AUTHENTICATION: 1774731

DATE: 05-13-02

TRADEMARK  
REEL: 002762 FRAME: 0499

**CERTIFICATE OF FORMATION**

**OF**

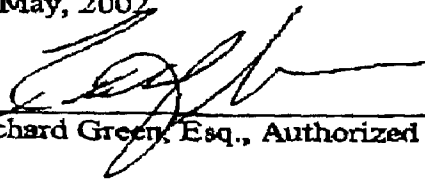
**GRANCARE, LLC**

1. The name of the limited liability company is GranCare, LLC.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. This Certificate of Formation shall be effective as of 12:13 p.m. Eastern Daylight Time on May 13, 2002.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation of GranCare, LLC this 10<sup>th</sup> day of May, 2002

  
Richard Green, Esq., Authorized Person

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