TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rehab People, Inc.		09/08/2003	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Chance Murphy, Inc.
Street Address:	11350 McCormick Road
Internal Address:	Suite 600
City:	Hunt Valley
State/Country:	MARYLAND
Postal Code:	21031
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2148095	THE POLARIS GROUP STRATEGIC SOLUTIONS FOR HEALTHCARE

CORRESPONDENCE DATA

Fax Number: (215)656-3301
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 215-656-3309
Email: darius.gambino@piperrudnick.com
Correspondent Name: Darius C. Gambino
Address Line 1: Piper Rudnick LLP, 1650 Market Street
Address Line 2: Suite 4900
Address Line 4: Philadelphia, PENNSYLVANIA 19103

NAME OF SUBMITTER:	Darius C. Gambino

Total Attachments: 10
source=RehIncToChanceMurp#page1.tif
source=RehIncToChanceMurp#page2.tif
source=RehIncToChanceMurp#page3.tif

CH $40.00 2148095

source=RehIncToChanceMurp#page4.tif
source=RehIncToChanceMurp#page5.tif
source=RehIncToChanceMurp#page6.tif
source=RehIncToChanceMurp#page7.tif
source=RehIncToChanceMurp#page8.tif
source=RehIncToChanceMurp#page9.tif
source=RehIncToChanceMurp#page10.tif

Delaware

The First 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 OWNERSHIP, WHICH MERGES:

"REHAB PEOPLE, INC.", A PENNSYLVANIA CORPORATION,

WITH AND INTO "CHANCE MURPHY, INC." UNDER THE NAME OF "CHANCE MURPHY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2003, AT 10 O'CLOCK A.M.

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3047653 8100M

AUTHENTICATION: 2632599

030591344

DATE: 09-15-03

STATE OF DELAWARE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

REHAB PEOPLE, INC.

(a Pennsylvania corporation)

into

CHANCE MURPHY, INC.

(a Delaware corporation)

It is hereby certified that:

1. Chance Murphy, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of stock of Rehab People, Inc., which is a business corporation of the State of Pennsylvania.

3. The laws of the jurisdiction of organization of Rehab People, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges Rehab People, Inc. into the Corporation.

5. The following is a copy of the resolutions adopted on September 5, 2003 by the Board of Directors of the Corporation to merge the said Rehab People, Inc. into the Corporation:

> RESOLVED that Rehab People, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Rehab People, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Rehab People, Inc. in its name.
>
> RESOLVED that this Corporation assume all of the obligations of Rehab People, Inc.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of Pennsylvania, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Rehab People, Inc. and of this Corporation and in any other appropriate jurisdiction.

Executed on September 8, 2003

CHANCE MURPHY, INC., a Delaware corporation

By: _____
Name: Melissa Warlow
Title: Vice President

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P. O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.DOS.STATE.PA.US/CORPS

CHANCE MURPHY, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.DOS.STATE.PA.US/CORPS OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE " SEARCHABLE DATABASE " LOCATED ON OUR WEB SITE.

ENTITY NUMBER : **3162181**

MICROFILM NUMBER : **2003076**

MICROFILM START - END : **534 - 538**

CT CORP
COUNTER

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P. O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.DOS.STATE.PA.US/CORPS

REHAB PEOPLE, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.DOS.STATE.PA.US/CORPS OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE " SEARCHABLE DATABASE " LOCATED ON OUR WEB SITE.

ENTITY NUMBER : **718886**

MICROFILM NUMBER : **2003076**

MICROFILM START - END : **534 - 538**

XX
COUNTER

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles/Certificate of Merger

(15 Pa.C.S.)

Entity Number 3162181

_x_ Domestic Business Corporation (§ 1926)
___ Domestic Nonprofit Corporation (§ 5926)
___ Limited Partnership (§ 8547)

Name
Address CT CORP-COUNTER
City State Zip Code

Document will be returned to the name and address you enter to the left.
⇐

Fee: $108 plus $28 additional for each Party in additional to two

Filed in the Department of State on SEP 15 2003

Pedro A. Cortés

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
CHANCE MURPHY, INC.

2. *Check and complete one of the following:*

___ The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership 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) Name of Commercial Registered Office Provider County
c/o

_x_ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of Delaware 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) Name of Commercial Registered Office Provider County
c/o CT Corporation System Philadelphia

___ The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/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

2003076-535

DSCB:15-1926/5926/8547-2

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

Name	Registered Office Address	Commercial Registered Office Provider	County
Rehab People, Inc.	1515 Market Suite 1210 Philadelphia, PA 19102	c/o CT Corporation	Philadelphia

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

___ The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

X The plan of merger shall be effective on: Sept. 15 2003 at 12:00 pm
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
Rehab People Inc.	By resolution of Board of Directors

6. *Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.* The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

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

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

___ Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plan) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership 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 is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

Number and street	City	State	Zip	County

DSCB: 15-1926/5926/8547-3

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

8th day of September,

2003.

CHANCE MURPHY, INC.
Name of Corporation/Limited Partnership

Signature

Vice President
Title

REHAB PEOPLE, INC.
Name of Corporation/Limited Partnership

Signature

Vice President
Title

PLAN OF MERGER
OF
REHAB PEOPLE , INC.
INTO
CHANCE MURPHY, INC.

PLAN OF MERGER approved on September 5, 2003 by Rehab People, Inc., a business corporation incorporated under the laws of the Commonwealth of Pennsylvania, and by resolution adopted by its Board of Directors on said date, and approved September 5, 2003 by Chance Murphy, Inc., a business corporation incorporated under the laws of the State of Delaware, and by resolution adopted by its Board of Directors on said date.

1. Rehab People, Inc. shall, pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and pursuant to the provisions of the Delaware General Corporation Law, be merged into Chance Murphy, Inc., which shall be the surviving corporation upon the effective date of the merger in the jurisdiction of its organization and which is sometimes hereinafter referred to as the "parent corporation", and which shall continue to exist as said surviving corporation pursuant to the provisions of the Delaware General Corporation Law. The separate existence of by Rehab People, Inc., which is a wholly-owned subsidiary of Chance Murphy, Inc., and which is sometimes hereinafter referred to as the "subsidiary corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

2. The Certificate of Incorporation of the parent corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said parent corporation, and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

3. The issued shares of the subsidiary corporation shall not be converted or exchanged in any manner inasmuch as the parent corporation presently owns directly all of the outstanding shares of said subsidiary corporation and will continue to own said shares prior to the adoption of this Plan of Merger and prior to the effective date thereof. Each of the issued shares of the subsidiary corporation shall be surrendered and extinguished upon the effective date of the merger in the Commonwealth of Pennsylvania. The issued shares of the parent corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger in the State of Delaware shall continue to represent one issued share of the parent corporation.

4. In the event that this Plan of Merger shall have been duly authorized and approved upon behalf of the parent corporation in accordance with the provisions of the Delaware General Corporation Law and that the merger of the subsidiary corporation into the parent corporation shall have been fully authorized in accordance with the provisions of Delaware General Corporation Law, and, in the event that this Plan of Merger shall have been fully approved and adopted upon behalf of the subsidiary corporation in the manner prescribed by the provisions of the

Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, the parent corporation and the subsidiary corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and the laws of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

5. Any officer of the parent corporation and any officer of the subsidiary corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania; and the Board of Directors and the proper officers of the parent corporation and of the subsidiary 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 Plan of Merger or of the merger herein provided for.

Notwithstanding the full authorization and approval of this Plan of Merger upon behalf of the parent corporation in accordance with the provisions of the Delaware General Corporation Law and the full authorization of the merger in accordance therewith, and notwithstanding the full approval and adoption of this Plan of Merger upon behalf of the subsidiary corporation in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, this Plan of Merger may be terminated at any time prior to the effective date of this Plan of Merger and of the merger therein provided for in the event that a state fails to provide appropriate licenses and/or approvals by September 17, 2003, in order for Rehab Works, LLC to operate its business.

The effective date of this Plan of Merger and of the merger therein provided for shall, insofar as the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania shall govern the same, be September 15, 2003.