

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
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|------------------------------|--------|
| NATURE OF CONVEYANCE: | MERGER |
|------------------------------|--------|

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| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| RehabWorks, Inc. | | 09/16/2003 | CORPORATION: FLORIDA |

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|-----------------------------|--------------------------------|
| RECEIVING PARTY DATA | |
| Name: | Symphony Health Services, Inc. |
| Street Address: | 529 East South Temple |
| City: | Salt Lake City |
| State/Country: | UTAH |
| Postal Code: | 84102 |
| Entity Type: | CORPORATION: DELAWARE |

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|----------------------------------|---------------|------------------|
| PROPERTY NUMBERS Total: 1 | | |
| Property Type | Number | Word Mark |
| Registration Number: | 1493694 | REHABWORKS, INC. |

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|--|---------------------------------------|
| CORRESPONDENCE DATA | |
| Fax Number: | (215)656-3301 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| 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 |

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| ATTORNEY DOCKET NUMBER: | SHS-04-1252 |
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|---------------------------|-------------------|
| NAME OF SUBMITTER: | Darius C. Gambino |
|---------------------------|-------------------|

Total Attachments: 8
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Delaware

PAGE 1

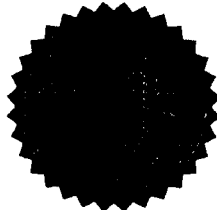
The First State

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

"REHAB WORKS, INC.", A FLORIDA CORPORATION,

WITH AND INTO "SYMPHONY HEALTH SERVICES, INC." UNDER THE NAME OF "SYMPHONY HEALTH SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2003, AT 10:05 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

2434006 8100M

AUTHENTICATION: 2635556

030594748

DATE: 09-16-03

TRADEMARK
REEL: 002973 FRAME: 0904

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER

OF

REHAB WORKS, INC.

(a Florida corporation)

into

SYMPHONY HEALTH SERVICES, INC.

(a Delaware corporation)

It is hereby certified that:

1. Symphony Health Services, 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 Works, Inc., which is a business corporation of the State of Florida.
3. The laws of the jurisdiction of organization of Rehab Works, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Rehab Works, 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 Works, Inc. into the Corporation:

RESOLVED that Rehab Works, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Rehab Works, 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 Works, Inc. in its name.

RESOLVED that this Corporation assume all of the obligations of Rehab Works, 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 Florida, 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 Works, Inc. and of this Corporation and in any other appropriate jurisdiction.

Executed on September 8, 2003

SYMPHONY HEALTH SERVICES, INC., a
Delaware corporation

By: 

Name: J. Zalman Jacobs

Title: Vice President

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ARTICLES OF MERGER
REHABWORKS, INC.
INTO
SYMPHONY HEALTH SERVICES, INC.

The following Articles of Merger are being submitted in accordance with Section 607.1105 of the Florida Business Corporation Act (the "Act").

1.
SURVIVING CORPORATION

The name and jurisdiction of the Surviving Corporation is: Symphony Health Services, Inc., a Delaware corporation.

2.
MERGING CORPORATION

The name and jurisdiction of each merging corporation is: RehabWorks, Inc., a Florida corporation, Florida Document Number: J65816.

3.
PLAN OF MERGER

The Plan of Merger is attached.

4.
EFFECTIVE DATE

The merger shall become effective on September 16, 2003 at 3 p.m.

5.
ADOPTION OF MERGER

The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on September 5, 2003 and Shareholder approval was not required. The Surviving Corporation

owns all of the issued and outstanding stock of the Merging Corporation and no approval of the Board of Directors of the Merging Corporation was required.

Dated this 8th day of September, 2003.

REHABWORKS, INC.

By: 

Melissa Warlow, Vice President

SYMPHONY HEALTH SERVICES,
INC.

By: _____

J. Zalman Jacobs, Vice President

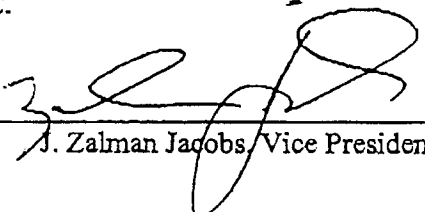
owns all of the issued and outstanding stock of the Merging Corporation and no approval of the Board of Directors of the Merging Corporation was required.

Dated this 8th day of September, 2003.

REHABWORKS, INC.

By: _____
Melissa Warlow, Vice President

**SYMPHONY HEALTH SERVICES,
INC.**

By:  _____
J. Zalman Jacobs, Vice President

PLAN OF MERGER
(Merger of Subsidiary Corporation)

The following Plan of Merger is submitted in compliance with Section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation: Symphony Health Services, Inc., a Delaware corporation.

2. The name and jurisdiction of each subsidiary corporation is: RehabWorks, Inc., a Florida corporation.

3. The manner and basis of converting the shares of the subsidiary into shares, obligations or other securities of the parent, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or, in whole or in part, into cash or other property are as follows:

The issued shares of RehabWorks, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The separate existence of RehabWorks, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Symphony Health Services, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

5. The Board of Directors and the proper officers of Symphony Health Services, Inc. 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.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 16, 2003

SYMPHONY HEALTH SERVICES, INC.

The Articles of Merger were filed on September 16, 2003, for SYMPHONY HEALTH SERVICES, INC., the surviving Delaware entity not authorized to transact business in Florida.

This document was electronically received and filed under FAX audit number H03000277550.

Should you have any further questions regarding this matter, please feel free to call (850) 245-6050, the Amendment Filing Section.

Teresa Brown
Document Specialist
Division of Corporations

Letter Number: 303A00051260

Amount charged: 70.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314