

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PMR Corporation		08/05/2002	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Psychiatric Solutions, Inc.		
Street Address:	840 Crescent Centre Drive		
Internal Address:	Suite 460		
City:	Franklin		
State/Country:	TENNESSEE		
Postal Code:	37067		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2426983	INFOSCRIBER	
Registration Number:	2376371	PSYCHIATRIC MANAGEMENT RESOURCES	
Registration Number:	2413355	PSYCHIATRIC MANAGEMENT RESOURCES	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8339		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	919 286-8049		
Email:	PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27650		
NAME OF SUBMITTER:	John E. Slaughter		
Signature:	/John E. Slaughter/		

OP \$90.00 2426983

Date:

02/15/2005

Total Attachments: 4

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**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PMR CORPORATION**

(Incorporated on January 8, 1988)

(Pursuant to Section 242 of the General
Corporation Law of the State of Delaware)

PMR Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies:

- FIRST:** The name of the Corporation is PMR Corporation.
- SECOND:** The Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 9, 1998.
- THIRD:** The Amended and Restated Certificate of the Corporation is hereby amended so that ARTICLE I reads in its entirety as follows:

"The name of this Corporation is Psychiatric Solutions, Inc."

- FOURTH:** The Amended and Restated Certificate of the Corporation is hereby amended so that ARTICLE V reads in its entirety as follows:

"A. This Corporation is authorized to issue two classes of shares to be designated, respectively, "Common Stock" and "Preferred Stock." All of said shares shall be one cent (\$0.01) par value each. The total number of shares of stock that the Corporation is authorized to issue is Fifty Million (50,000,000), of which Forty-Eight Million (48,000,000) shares shall be Common Stock, each having a par value of one cent (\$0.01) per share, and Two Million (2,000,000) shares shall be Preferred Stock, each having a par value of one cent (\$0.01) per share.

B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing a certificate (a "Preferred Stock Designation") pursuant to the Delaware General Corporation Law, to fix or alter from time to time the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions of any wholly unissued series of Preferred Stock, and to establish from time to time the number of share constituting any such series or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in

accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

C. The Corporation may purchase, directly or indirectly, its own shares to the extent that may be allowed by law.

D. Effective immediately upon filing of this Certificate of Amendment with the Secretary of State of the State of Delaware (the "Effective Time"), each share of Common Stock, par value \$0.01 per share (the "Old Common Stock"), issued and outstanding immediately prior to such Effective Time shall, without any action on the part of the holder thereof, be converted and reclassified into, and immediately represent, one-third of one validly issued, fully paid and non-assessable share of Common Stock, par value \$0.01 per share. Notwithstanding the foregoing, no fraction of a share of Common Stock shall be issued by virtue of such conversion and reclassification, and any fraction of a share of Common Stock that would otherwise result pursuant to the preceding sentence (after aggregating all fractional shares to be received by such stockholder) shall automatically be rounded down to the nearest whole share. Each certificate representing shares of Old Common Stock shall thereafter represent that number of shares of Common Stock determined in accordance with the previous sentences; provided, however, that each person holding of record a stock certificate or certificates representing shares of Old Common Stock shall receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of Common Stock to which such person is entitled. In addition, any options to acquire shares of Common Stock (each, an "Option") outstanding immediately prior to the Effective Time shall, without any action on the part of the holder thereof or the Corporation, be adjusted as follows: (i) the number of shares of Common Stock subject to such Option shall be divided by 3 (rounded down to the nearest whole share); and (ii) the per share exercise price set forth in such Option shall be multiplied by 3, subject to appropriate reduction on account of any fractions not issued as a result of rounding down; provided, however, that the foregoing adjustments shall not apply if the plan under which a particular Option was granted provides for adjustments similar to the foregoing. The provisions of this Paragraph D shall not change the par value of the Common Stock as set forth in Article V, Paragraph A hereof."

FIFTH: The above amendments to the Restated Certificate of Incorporation of the Corporation were duly adopted by the unanimous approval of the Board of Directors of the Corporation and have been duly approved by the stockholders of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and the Restated Certificate of Incorporation of the Corporation, or otherwise.

* * *

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 5th day of August, 2002.

PMR CORPORATION

By: /s/ Fred Furman
Fred Furman
President and General Counsel

Schedule 2

PMR Corporation
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
INFOSCRIBER	2426983	02/06/01
PSYCHIATRIC MANAGEMENT RESOURCES	2376371	08/15/00
PSYCHIATRIC MANAGEMENT RESOURCES and Design	2413355	12/19/00