

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/16/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Symbion, Inc.		09/16/2002	CORPORATION: TENNESSEE

**RECEIVING PARTY DATA**

Name:	Symbion, Inc.
Street Address:	40 Burton Hills Boulevard
Internal Address:	Suite 500
City:	Nashville
State/Country:	TENNESSEE
Postal Code:	37215
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2839361	SYMBION

**CORRESPONDENCE DATA**

Fax Number: (615)244-6804  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (615) 850-8491  
 Email: matomlinson@wallerlaw.com  
 Correspondent Name: E. Andrew Norwood  
 Address Line 1: 511 Union Street  
 Address Line 2: Suite 2700  
 Address Line 4: Nashville, TENNESSEE 37219

NAME OF SUBMITTER:	E. ANDREW NORWOOD
Signature:	/E. ANDREW NORWOOD/

**OP \$40.00 2839361**

Date:

04/06/2005

**Total Attachments: 3**

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SYMBION, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

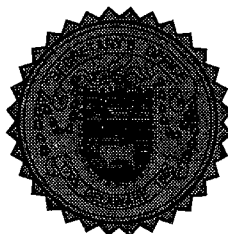
CERTIFICATE OF INCORPORATION, FILED THE TWELFTH DAY OF SEPTEMBER, A.D. 2002, AT 8 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2002, AT 2:54 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 2002, AT 3:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3531259 8100H

AUTHENTICATION: 2884904

040045632

DATE: 01-22-04

TRADEMARK

REEL: 003060 FRAME: 0485

**CERTIFICATE OF MERGER**

**MERGING**

**SYMBION, INC.**  
**(a Tennessee corporation)**

**with and into**

**SYMBION, INC.**  
**(a Delaware corporation)**

Pursuant to Section 252 of the Delaware General Corporation Law (the "DGCL"), Symbion, Inc., a Delaware corporation, does hereby certify that:

**FIRST:** The name and state of incorporation of each of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Symbion, Inc.	Tennessee
Symbion, Inc.	Delaware

**SECOND:** An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the DGCL and the applicable provisions of the Tennessee Business Corporations Act.

**THIRD:** The surviving corporation of the merger is Symbion, Inc., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of Symbion, Inc., a Delaware corporation.

**FIFTH:** The executed Agreement and Plan of Merger is on file at an office of the surviving corporation at 3401 West End Avenue, Suite 760, Nashville, Tennessee 37203.

**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

**SEVENTH:** The number of authorized shares of capital stock of Symbion, Inc., a Tennessee corporation, is 241,946,322 consisting of (i) 225,000,000 shares of common stock, no par value per share, and (ii) 16,946,322 shares of preferred stock, par value \$.01 per share, of which (x) 4,341,726 are shares of series A convertible preferred stock, (y) 2,604,590 are shares of series B convertible preferred stock and (z) 10,000,006 are undesignated shares of preferred stock.

**EIGHTH:** This Certificate of Merger and the transactions contemplated hereby shall become effective immediately upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Merger is hereby signed on behalf of each of the constituent parties hereto on September 16, 2002.

SYMBION, INC.  
a Delaware Corporation

By: 

Name: Richard E. Francis, Jr.  
Title: Chief Executive Officer

SYMBION, INC.  
a Tennessee Corporation

By: 

Name: Richard E. Francis, Jr.  
Title: Chief Executive Officer