

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
San Diego Hospital Association		05/10/2004	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Sharp HealthCare		
<b>Street Address:</b>	8695 Spectrum Center Ct.		
<b>City:</b>	San Diego		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92123		
<b>Entity Type:</b>	CORPORATION: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1924247	SHARP	
Registration Number:	1802451	SHARP	
Registration Number:	2088602	NURSE CONNECTION	
Registration Number:	2246251	SHARP	
Registration Number:	2246250	AGELESS LIVING	
Registration Number:	2457778	PASSPORT TO AGELESS LIVING	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(619)446-8243		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(61) 699-2585		
<b>Email:</b>	phahn@luce.com		
<b>Correspondent Name:</b>	Peter K. Hahn		
<b>Address Line 1:</b>	600 West Broadway, Suite 2600		
<b>Address Line 4:</b>	San Diego, CALIFORNIA 92101		
<b>NAME OF SUBMITTER:</b>	Peter K. Hahn		

OP \$165.00 1924247

**TRADEMARK**

**REEL: 003080 FRAME: 0727**

Signature:

/Peter K. Hahn/

Date:

05/10/2005

**Total Attachments: 5**

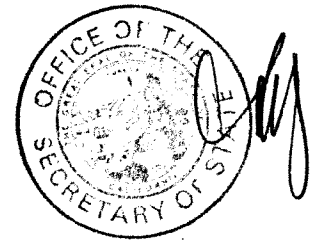
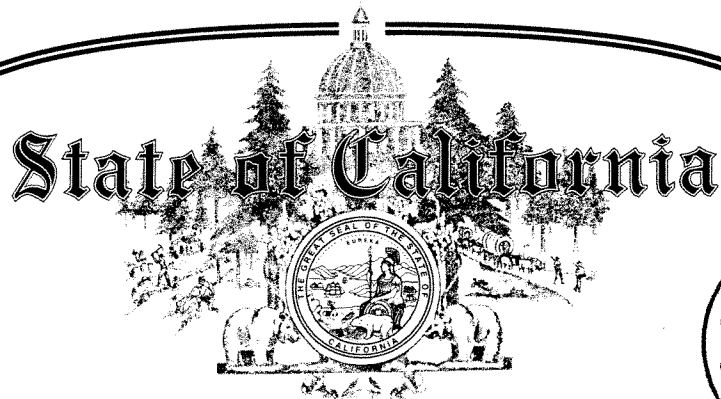
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**SECRETARY OF STATE**

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 22 2004



*Kevin Shelley*  
Secretary of State

00612207

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California


CERTIFICATE OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
SAN DIEGO HOSPITAL ASSOCIATION

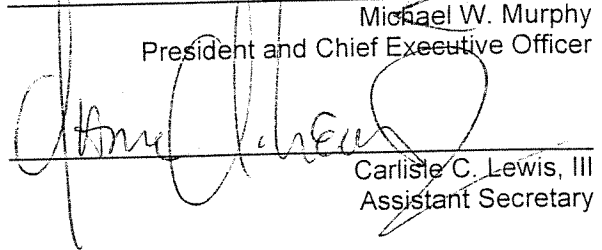
MAY 17 2004  
**KEVIN SHELLEY**  
Secretary of State

The undersigned, being the President and Assistant Secretary, respectively, of San Diego Hospital Association, certify as follows:

1. They are the President and Assistant Secretary, respectively, of San Diego Hospital Association.
2. The Articles of Incorporation of San Diego Hospital Association are amended & restated to read as set forth in Attachment A, which is incorporated herein by this reference.
3. The corporation has no statutory members.
4. The foregoing Amended and Restated Articles of Incorporation have been approved by the required vote of the Board of Directors of San Diego Hospital Association.

Dated: May 10, 2004

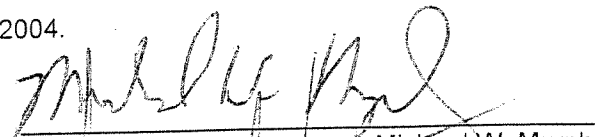
  
 \_\_\_\_\_  
 Michael W. Murphy  
 President and Chief Executive Officer

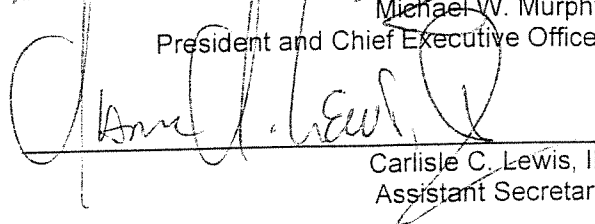
  
 \_\_\_\_\_  
 Carlisle C. Lewis, III  
 Assistant Secretary

VERIFICATION

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Amended and Restated Articles of Incorporation are true and correct of his own knowledge.

Executed at San Diego, California, on May 10, 2004.

  
 \_\_\_\_\_  
 Michael W. Murphy  
 President and Chief Executive Officer

  
 \_\_\_\_\_  
 Carlisle C. Lewis, III  
 Assistant Secretary

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF SAN DIEGO HOSPITAL ASSOCIATION**

ARTICLE ONE.           The name of this corporation shall be:

**Sharp HealthCare**

ARTICLE TWO.           a.       This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes. The general purpose of the corporation is to promote health care through supporting and/or operating, directly or through wholly owned subsidiaries or other appropriate management arrangements, hospitals and medically related facilities and activities in the State of California. The specific and primary purposes for which this corporation is formed are to support and be responsive to the needs of Sharp Memorial Hospital (including Sharp Cabrillo Hospital, Sharp Mary Birch Hospital for Women, Sharp Mesa Vista Hospital and Sharp Vista Pacifica), Grossmont Hospital Corporation, Sharp Chula Vista Medical Center, Sharp Coronado Hospital and Healthcare Center, and Sharp Healthcare Foundation, all of which are publicly supported, tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code. The corporation shall have all the powers authorized by law for a nonprofit corporation to do all necessary or incidental acts in the furtherance of these purposes.

b.       Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this corporation.

c.       No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

d. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof or to any private shareholder (as defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended) or individual.

e. This corporation shall not have the power to, and shall not do any act or conduct any activity, plan, scheme, design or course of conduct not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

f. No part of the profits or net income of this corporation shall ever inure to the benefit of any director, trustee, officer or member thereof or to the benefit of any private person.

ARTICLE THREE. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law effective on and after January 1, 1980, not otherwise applicable to it under Part 5 thereof.

ARTICLE FOUR. The authorized number and qualification of members, the different classes of membership, if any, the voting and other rights and privileges of each class of members, shall be set forth in the corporation's bylaws.

ARTICLE FIVE. The property, assets, profits and net income of the corporation are irrevocably dedicated to hospital purposes. Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation which is organized and operated exclusively for hospital purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code as amended and which is qualified for exemption from taxation under Section 23701(d) of the California Revenue Taxation Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, upon petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

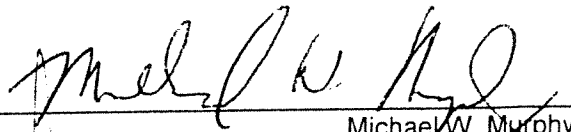
ARTICLE SIX. The principal office for the transaction of the business of the corporation is to be located in the County of San Diego, State of California.

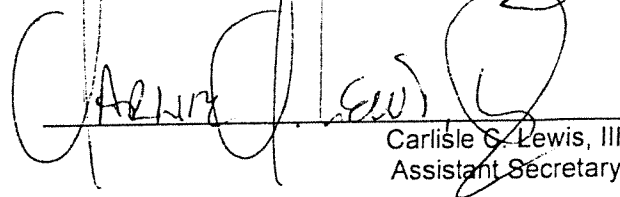


2. The corporation has no statutory members.

3. The foregoing Amended and Restated Articles of Incorporation have been approved by the required vote of the Board of Directors of San Diego Hospital Association.

IN WITNESS WHEREOF, the undersigned have subscribed these Amended and Restated Articles of Incorporation on this 10<sup>th</sup> day of May 2004.

  
\_\_\_\_\_  
Michael W. Murphy  
President and Chief Executive Officer

  
\_\_\_\_\_  
Carlisle G. Lewis, III  
Assistant Secretary