

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/12/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Housecall Asset Management, Inc.		11/11/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Housecall Medical Resources, Inc.
Street Address:	11100 Mead Road
Internal Address:	Suite 300
City:	Baton Rouge
State/Country:	LOUISIANA
Postal Code:	70816
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2204789	HOUSECALL
Registration Number:	1655067	HOUSECALL

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 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 27560

NAME OF SUBMITTER:	Ellen A. Rubel
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OP \$65.00 2204789

Signature:	/Ellen A. Rubel/
Date:	09/08/2005
Total Attachments: 8 source=Merger Housecall Asset Management Housecall Medical Resources#page1.tif source=Merger Housecall Asset Management Housecall Medical Resources#page2.tif source=Merger Housecall Asset Management Housecall Medical Resources#page3.tif source=Merger Housecall Asset Management Housecall Medical Resources#page4.tif source=Merger Housecall Asset Management Housecall Medical Resources#page5.tif source=Merger Housecall Asset Management Housecall Medical Resources#page6.tif source=Merger Housecall Asset Management Housecall Medical Resources#page7.tif source=Merger Housecall Asset Management Housecall Medical Resources#page8.tif	

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 AGREEMENT OF MERGER, WHICH MERGES:

"HOUSECALL ASSET MANAGEMENT, INC.", A DELAWARE CORPORATION,

"HOUSECALL INVESTMENT, INC.", A DELAWARE CORPORATION,

"HOUSECALL LICENSING, INC.", A DELAWARE CORPORATION,

"HOUSECALL MANAGEMENT, INC.", A DELAWARE CORPORATION,

WITH AND INTO "HOUSECALL MEDICAL RESOURCES, INC." UNDER THE NAME OF "HOUSECALL MEDICAL RESOURCES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF NOVEMBER, A.D. 2002, AT 4:30 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2408389 8100M

AUTHENTICATION: 2088539

020698329

DATE: 11-14-02

TRADEMARK
REEL: 003155 FRAME: 0447

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 11th day of November, 2002, pursuant to Section 251 of the General Corporation Law of the State of Delaware, among HOUSECALL LICENSING, INC., a Delaware Corporation ("HLI"), HOUSECALL ASSET MANAGEMENT, INC., a Delaware corporation ("HAM"), HOUSECALL MANAGEMENT, INC., a Delaware corporation ("HMI"), HOUSECALL INVESTMENT, INC., a Delaware corporation ("HII") (HLI, HAM, HMI and HII are sometimes collectively referred to as "Merging Corporations"), and HOUSECALL MEDICAL RESOURCES, INC., a Delaware corporation ("HMR" or "Surviving Corporation").

W I T N E S S E T H:

WHEREAS, all of the constituent corporations desire to merge into a single corporation, as hereinafter specified; and

WHEREAS, the registered office of Housecall Medical Resources, Inc., sometimes referred to herein as the Surviving Corporation, in the State of Delaware is located at 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, and the name of its Registered Agent at such address is Corporation Service Company; the registered office of HLI in the State of Delaware is located at 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, and the name of its Registered Agent at such address is Corporation Service Company; the registered office of HAM in the State of Delaware is located at 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, and the name of its Registered Agent at such address is Corporation Service Company; the registered office of HMI in the State of Delaware is located at 1013 Centre Road in the City of Wilmington, County of New Castle, and the name of its Registered Agent at such address is Corporation Service Company; and the registered office of HII in the State of Delaware is located at 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, and the name of its Registered Agent at such address is Corporation Service Company.

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and

conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Housecall Medical Resources, Inc. is the sole stockholder of HLI, HAM, HMI and HII.

SECOND: Housecall Medical Resources, Inc., the Surviving Corporation, hereby merges with HLI, HAM, HMI and HII, the Merging Corporations, and said HLI, HAM, HMI and HII, the Merging Corporations, shall be and hereby merged into Housecall Medical Resources, Inc., which shall be the Surviving Corporation.

THIRD: The Restated Certificate of Incorporation of Housecall Medical Resources, Inc., the Surviving Corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Restated Certificate of Incorporation of the corporation surviving this merger.

FOURTH: As of the merger, the shares of the capital stock of each of the Merging Corporations held by the Surviving Corporation shall be cancelled.

FIFTH: The terms and conditions of the merger are as follows:

- (a) The Bylaws of the Surviving Corporation as they shall exist on the effective date of this Agreement shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.
- (b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders or until their successors shall have been elected and qualified.
- (c) Upon the merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporations shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all

property, rights and every other interest of the Surviving Corporation and the Merging Corporations shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporations, respectively. The Merging Corporations hereby agree from time to time, as and when requested by the Surviving Corporation, or by its successors or assigns, to execute and deliver or cause to be executed and delivered, all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporations and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporations or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, and that fact having been certified on said Agreement of Merger by the Assistant Secretary of each corporate party hereto, have caused these presents to be executed by the Assistant Secretary of each party hereto as the respective act, deed and agreement of each said corporations on this 11th day of November, 2002.

MERGING CORPORATIONS:

HOUSECALL LICENSING, INC.,
a Delaware corporation

By: 
T. L. Trimble, Assistant Secretary


HOUSECALL ASSET MANAGEMENT, INC.,
a Delaware corporation

By: 
T. L. Trimble, Assistant Secretary

HOUSECALL MANAGEMENT, INC.,
a Delaware corporation


By: 
T. L. Trimble, Assistant Secretary

HOUSECALL INVESTMENT, INC.,
a Delaware corporation

By: 
T. L. Trimble, Assistant Secretary

SURVIVING CORPORATION:

HOUSECALL MEDICAL RESOURCES, INC.,
a Delaware corporation

By: 
T. L. Trimble, Assistant Secretary

I, T. L. TRIMBLE, Assistant Secretary of HOUSECALL MEDICAL RESOURCES, INC., the Surviving Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of HLI, HAM, HMI and HII, the Merging Corporations, all of which are corporations of the State of Delaware, was duly adopted pursuant to Section 228 of the General Corporation Law of the State of Delaware by the unanimous written consent of the stockholders holding 1,000 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said Housecall Medical Resources, Inc., the Surviving Corporation, and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 11th day of November, 2002.



T. L. Trimble, Assistant Secretary

I, T. L. TRIMBLE, Assistant Secretary of HLI, a Merging Corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of the Surviving Corporation and the remaining Merging Corporations, all of which are corporations of the State of Delaware, was duly adopted pursuant to Section 228 of the General Corporation Law of the State of Delaware by the unanimous written consent of the stockholder holding 1000 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said HLI, a Merging Corporation, and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 11th day of November, 2002.



T. L. Trimble, Assistant Secretary

I, T. L. TRIMBLE, Assistant Secretary of HAM, a Merging Corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of the Surviving Corporation and the remaining Merging Corporations, all of which are corporations of the State of Delaware, was duly adopted pursuant to Section 228 of the General Corporation Law of the State of Delaware by the unanimous written consent of the stockholder holding 1000 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said HAM, a Merging Corporation, and the duly adopted agreement and act of the said corporation.

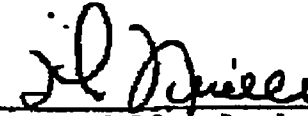
WITNESS, my hand on this 11th day of November, 2002.



T. L. Trimble, Assistant Secretary

I, T. L. TRIMBLE, Assistant Secretary of HMI, a Merging Corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of the Surviving Corporation and the remaining Merging Corporations, all of which are corporations of the State of Delaware, was duly adopted pursuant to Section 228 of the General Corporation Law of the State of Delaware by the unanimous written consent of the stockholder holding 1000 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said HMI, a Merging Corporation, and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 11th day of November, 2002.



T. L. Trimble, Assistant Secretary

I, T. L. TRIMBLE, Assistant Secretary of HII, a Merging Corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of the Surviving Corporation and the remaining Merging Corporations, all of which are corporations of the State of Delaware, was duly adopted pursuant to Section 228 of the General Corporation Law of the State of Delaware by the unanimous written consent of the stockholder holding 1000 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said HII, a Merging Corporation, and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 11th day of November, 2002.



T. L. Trimble, Assistant Secretary

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