

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AMERICAN HOMEPATIENT OF NEVADA, INC.		12/21/2005	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	AMERICAN HOMEPATIENT, INC.
Street Address:	5200 Maryland Way, Suite 400
City:	Brentwood
State/Country:	TENNESSEE
Postal Code:	37027
Entity Type:	CORPORATION: TENNESSEE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1991460	AMERICAN HOMEPATIENT

CORRESPONDENCE DATA

Fax Number: (615)251-1059
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (615) 256-0500
 Email: cas@h3gm.com
 Correspondent Name: Christopher A. Scharman
 Address Line 1: 315 Deaderick Street, Suite 1800
 Address Line 4: Nashville, TENNESSEE 37238-1800

ATTORNEY DOCKET NUMBER:	1912-06885
NAME OF SUBMITTER:	Christopher A. Scharman
Signature:	/Chris Scharman/

OP \$40.00 1991460

Date:

04/18/2006

Total Attachments: 12

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DEAN HELLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

Entity #
C13835-1997
 Document Number:
20050648856-84

Date Filed:
 12/29/2005 2:10:42 PM
 In the office of

Dean Heller

Dean Heller
 Secretary of State

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 1

ABOVE SPACE IS FOR OFFICE USE ONLY

(Pursuant to Nevada Revised Statutes Chapter 92A)
 (excluding 92A.200(4b))

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

American HomePatient of Nevada, Inc.

Name of merging entity

Nevada

Jurisdiction

Corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

American HomePatient, Inc.

Name of surviving entity

Tennessee

Jurisdiction

Corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger 2003
 Revised on: 10/6/05

TRADEMARK
REEL: 003291 FRAME: 0594



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Articles of Merger
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(b) The plan was approved by the required consent of the owners of *:

American HomePatient of Nevada, Inc.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger 2003
 Revised on: 10/03/05



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 Secretary of State
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Articles of Merger
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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger 2003
 Revised on: 10/03/05



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)*:

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger 2003
 Revised on: 10/03/05



DEAN HELLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 6

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)* (if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

American HomePatient of Nevada, Inc.		
Name of merging entity		
<i>S. Clanton</i>	Exec. V.P.	12.21.05
Signature	Title	Date
Name of merging entity		
Signature	Title	Date
Name of merging entity		
Signature	Title	Date
Name of merging entity		
Signature	Title	Date
Name of merging entity		
Name of surviving entity		
American HomePatient, Inc.		
<i>S. Clanton</i>	EVP & Secretary	12.21.05
Signature	Title	Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merge 2003
 Revised on: 10/03/05

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 01/04/06
REQUEST NUMBER: 5636-0099
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/29/05 1612
EFFECTIVE DATE/TIME: 12/29/05 1630
CONTROL NUMBER: 0175681

TO:
HARWELL HOWARD HYNE GABBERT & MANNER, PC
315 DEADERICK STREET
SUITE 1800
NASHVILLE, TN 37238

RE:
AMERICAN HOMEPATIENT, INC.
OTHER DOCUMENT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

BK/PG:3794/822-827
06000844

CHARTER	
01/06/2006	08:01 AM
BATCH	63201
MTG TAX	0.00
TRN TAX	0.00
REC FEE	5.00
DP FEE	2.00
REG FEE	0.00
TOTAL	7.00

STATE OF TENNESSEE, WILLIAMSON COUNTY

SADIE WADE
REGISTER OF DEEDS

FOR: OTHER DOCUMENT

ON DATE: 01/03/06

FROM:
HARWELL HOWARD HYNE GABBERT & MANNER
315 DEADERICK STREET
1800 1ST AMER CENTER
NASHVILLE, TN 37238-1800

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00003835638
ACCOUNT NUMBER: 00000511



Riley C Darnell
TRADEMARK
RILEY C DARNELL
REEL: 003291 FRAME: 0600

RECEIVED
STATE OF TENNESSEE
ARTICLES OF MERGER

OF 2005 DEC 29 PM 4:12

AMERICAN HOME PATIENT OF NEVADA, INC.
(a Nevada corporation)
RILEY DARNELL
SECRETARY OF STATE

WITH AND INTO

AMERICAN HOME PATIENT, INC.
(a Tennessee corporation)

FILED

To the Secretary of State
State of Tennessee

Pursuant to the provisions of Section 48-21-105 of Tennessee Code Annotated governing the merger of a foreign wholly owned subsidiary business corporation into its domestic parent business corporation, the domestic parent business corporation hereinafter named submits the following Articles of Merger:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Nevada, is American HomePatient of Nevada, Inc. ("**Subsidiary**").
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Tennessee, and which is subject to the provisions of the Tennessee Business Corporation Act, is American HomePatient, Inc. ("**Parent**").
3. The Plan and Agreement of Merger for merging Subsidiary with and into Parent as approved by resolution of the Boards of Directors of Parent and Subsidiary is attached hereto as Exhibit A and made a part hereof.
4. Shareholder approval of the merger by Parent is not required by Tennessee law. The Board of Directors adopted the Plan and Agreement of Merger on December 21, 2005.
5. Parent is the owner of all of the issued shares of Subsidiary, and Parent waived the mailing of a copy or summary of the Plan and Agreement of Merger.
6. The Parent will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of Tennessee.
7. The laws of the jurisdiction of incorporation of Subsidiary permit a merger of a wholly owned subsidiary business corporation of that jurisdiction into a parent business corporation of the State of Tennessee; and the merger of Subsidiary into Parent is in compliance with the laws of the jurisdiction of incorporation of Subsidiary.

Executed the 21st day of December, 2005.

AMERICAN HOMEPATIENT, INC.

By: S. Clanton
Its: Exec. VP & Secretary

AMERICAN HOMEPATIENT OF
NEVADA, INC.

By: S. Clanton
Its: Exec. VP

003291-0602

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement"), is made and entered into this 21st day of December, 2005, by and among American HomePatient, Inc., a Tennessee corporation governed by Tennessee law, located at 5200 Maryland Way, Suite 400, Brentwood, Tennessee, 37027 ("Company"), and American HomePatient of Nevada, Inc., a Nevada corporation governed by Nevada law, located at 3773 Howard Hughes Parkway, 3rd Floor South, Las Vegas, Clark County, Nevada, 89109 ("Merging Company"). (Company and Merging Company are sometimes referred to collectively herein as the "Constituent Corporations").

Recitals

A. The Board of Directors of each of the Constituent Corporations has determined that a business combination between Company and Merging Company is in the best interests of its respective company.

B. The Board of Directors of each of the Constituent Corporations have approved the merger of Merging Company with and into Company (the "Merger"), upon the terms and conditions set forth in this Agreement and in accordance with the Tennessee Business Corporation Act and Chapter 92A of the Nevada Revised Statutes (collectively, the "Merger Laws"), whereby each share of capital stock of Merging Company ("Merging Company Stock") shall be canceled and whereby Company shall be the surviving corporation ("Surviving Corporation") of the Merger.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows:

Section 1. The Merger

1.1 **The Merger.** Upon the terms and conditions set forth in this Agreement, and in accordance with the Merger Laws, Merging Company shall be merged with and into Company at the Effective Time (as defined in paragraph 1.2). At the Effective Time, the separate corporate existence of Merging Company shall cease, and Company shall continue as the Surviving Corporation.

1.2 **Effective Time.** Subject to the provisions of this Agreement, the Constituent Corporations shall file articles of merger (the "Articles of Merger") executed in accordance with the relevant provisions of the Merger Laws and shall make all other filings or recordings required under the Merger Laws. The Merger shall become effective upon the later of: (i) the filing of the Articles of Merger with the Nevada Secretary of State and (ii) the filing of the Articles of Merger with the Tennessee Secretary of State (the "Effective Time").

0035.0102

1.3 Effect of the Merger. The Merger shall have the effects of a merger as set forth in the Merger Laws and in this Agreement. Without limiting the foregoing, at and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions and all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property, rights, privileges, powers and franchises of the Surviving Corporation as they were of the Constituent Corporations; and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall be thereafter vested in the Surviving Corporation and shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts and liabilities had been incurred by it.

Section 2.
Effect of the Merger on the Capital Stock
of the Constituent Corporations

2.1 Effect on Capital Stock. As of the Effective Time, by virtue of the Merger:

(1) Capital Stock. As of the Effective Time, each issued and outstanding share of the Merging Company Stock shall be purchased for the sum of ten (10) dollars and other good and valuable consideration. This consideration shall be deemed to have been conveyed in full satisfaction of all rights pertaining to shares of Merging Company Stock, and there shall be no further registration or transfer of the shares of Merging Company Stock after the Effective Time.

(2) Cancellation of Company Stock. Each share of Merging Company Stock shall automatically be canceled and retired and shall cease to exist.

2.2 Certificate of Incorporation of Surviving Corporation. The Certificate of Incorporation of Company shall remain the Certificate of Incorporation of the Surviving Corporation from and after the Effective Time and until thereafter amended as provided by law.

2.3 Bylaws of the Surviving Corporation. The Bylaws of Company shall remain the Bylaws of the Surviving Corporation from and after the Effective Time and until thereafter amended as provided by law.

2.4 Directors and Officers of the Surviving Corporation. The directors and officers of the Company at the Effective Time shall, from and after the Effective Time, be the directors and officers of the Surviving Corporation and shall serve until their successors have

been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws.

IN WITNESS WHEREOF, the parties hereto have executed this Plan and Agreement of Merger as of the date first above written.

COMPANY:

AMERICAN HOMEPATIENT, INC.
(a Tennessee corporation)

By: S. Clanton
Title: VP & Secretary

MERGING COMPANY:

AMERICAN HOMEPATIENT OF NEVADA, INC.
(a Nevada corporation)

By: S. Clanton
Title: Exec. VP

5035-103