

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Novicom, Inc.		07/01/2004	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	CURANT COMMUNICATIONS, INC.
Street Address:	6701 CENTER DRIVE WEST #450
City:	LOS ANGELES
State/Country:	CALIFORNIA
Postal Code:	90045
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Serial Number:	75677562	PHYSICAL THERAPY PRODUCTS
Registration Number:	2356390	PHYSICAL THERAPY PRODUCTS

**CORRESPONDENCE DATA**

Fax Number: (913)451-0875  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 913-451-5100  
 Email: gkraai@lathropgage.com  
 Correspondent Name: Gerald M. Kraai, Registration No. 34,854  
 Address Line 1: 10851 Mastin Blvd, Bldg 82, Suite 1000  
 Address Line 4: Overland Park, KANSAS 66210

NAME OF SUBMITTER:	Gerald M. Kraai
Signature:	/Gerald M. Kraai/
Date:	05/30/2006

CH \$65.00 75677562

**Total Attachments: 11**

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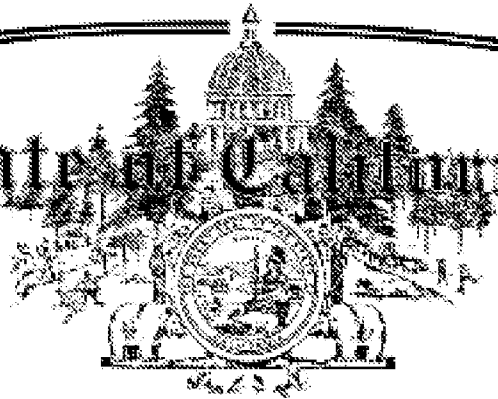
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# State of California



## SECRETARY OF STATE

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

That the attached transcript of 1 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

AUG 18 2004



*Kevin Shelley*  
Secretary of State

RESOLVED, that the proper officers of each of HPC, NVI and CCI be and hereby are authorized and directed to submit the Merger Documents for approval by the sole shareholder entitled to vote thereon, and, if, approved by such sole shareholder, to execute and deliver the Merger Documents; and, be it further

RESOLVED, that each of HPC, NVI and CCI shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Rhode Island and the State of California and by the laws of any other appropriate jurisdiction to properly effect such merger; and, be it further

RESOLVED, that the officers of each of HPC, NVI and CCI are hereby authorized and directed to take such actions as may be necessary to cancel stock certificates, representing all of the outstanding shares of common stock of each of HPC, NVI and CCI, that are to be, and have been, surrendered (or deemed surrendered) hereunder; and, be it further

RESOLVED, that the Parent shall receive no consideration in exchange for its surrender of all of the outstanding capital stock of HPC and NVI; and, be it further

RESOLVED, that the officers of each of HPC, NVI and CCI be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the States of Rhode Island and California, which may be in any way necessary or proper to effect the merger.

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The undersigned being all of the directors of each of HPC, NVI and CCI, by affixing their signatures thereto as of this 1 day of July, 2004, do hereby authorize and consent to the foregoing resolutions.

**DIRECTORS OF HEALTHTECH  
PUBLISHING COMPANY, INC.:**

  
\_\_\_\_\_  
John J. Hennessy, II, Director

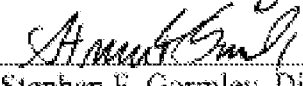
  
\_\_\_\_\_  
Christopher S. Gaffney, Director

  
\_\_\_\_\_  
Stephen F. Gormley, Director

**DIRECTORS OF NOVICOM, INC.:**

  
\_\_\_\_\_  
John J. Hennessy, II, Director

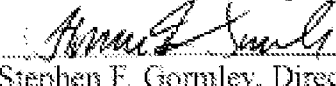
  
\_\_\_\_\_  
Christopher S. Gaffney, Director

  
\_\_\_\_\_  
Stephen F. Gormley, Director

**DIRECTORS OF  
CURANT COMMUNICATIONS, INC.:**

  
\_\_\_\_\_  
John J. Hennessy, II, Director

  
\_\_\_\_\_  
Christopher S. Gaffney, Director

  
\_\_\_\_\_  
Stephen F. Gormley, Director

## AGREEMENT OF MERGER

OF

HEALTHTECH PUBLISHING COMPANY, INC.

AND

NOVICOM, INC.

INTO

CURANT COMMUNICATIONS, INC.

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

AUG - 6 2004

**KEVIN SHELLEY**  
Secretary of State

AGREEMENT OF MERGER entered into on July 1, 2004 by and among HEALTHTECH PUBLISHING COMPANY, INC., a Rhode Island corporation ("HPC"), NOVICOM, INC., a California corporation ("NVT" and individually or collectively with HPC the "disappearing corporations"), and CURANT COMMUNICATIONS, INC., a California corporation ("CCI" or the "surviving corporation"), as approved by the Board of Directors of each of said corporations:

1. **Merger.** The disappearing corporations shall be merged with and into the surviving corporation. The laws of the jurisdiction of incorporation of the disappearing corporations permit the merger of a business corporation of said jurisdictions with and into a business corporation of another jurisdiction. The separate existence of the disappearing corporations shall cease upon the effective date of the merger in accordance with the provisions of the laws of the jurisdictions of incorporation of the disappearing corporations.

2. **Survivor.** The surviving corporation shall continue its existence under the name CURANT COMMUNICATIONS, INC. pursuant to the provisions of the General Corporation Law of the State of California.

3. **Articles of Incorporation.** The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the State of California shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of California.

4. **Bylaws.** The bylaws of the surviving corporation upon the effective date of the merger in the State of California shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of California.

5. Directors and Officers. The directors and officers in office of the surviving corporation upon the effective date of the merger in the State of California shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

6. Issued and Outstanding Stock. The number of issued and outstanding shares of HPC is 100 shares, with no par value, all of which are of one class, are common shares and are entitled to vote. The number of issued and outstanding shares of NVI is 100 shares, with no par value, all of which are of one class, are common shares and are entitled to vote. The number of issued and outstanding shares of CCI is 2,000 shares, with no par value, all of which are of one class, are common shares and are entitled to vote.

7. Surrender and Cancellation of Stock. Each issued share of each of the disappearing corporations shall, upon the effective date of the merger, be canceled without consideration in exchange therefor. The issued shares of the surviving corporation shall not be converted or exchanged in any manner or any consideration be paid therefor, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

8. Rights and Liabilities of Surviving Corporation. At and after the effective time of the merger, the surviving corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of each of the parties hereto; all debts due to each of the disappearing corporations or whatever account shall be vested in the surviving corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the parties hereto shall be as effectively the property of the surviving corporation as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in each of the disappearing corporations shall not revert or be in any way impaired by reason of the merger, but shall be vested in the surviving corporation; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it; and the surviving corporation shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

9. Necessary Actions. In the event that the merger herein provided for shall have been fully authorized in accordance with the provisions of the laws of the jurisdictions of incorporation of the disappearing corporations and in accordance with the provisions of the General Corporation Law of the State of California, the disappearing corporations and the surviving corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Rhode Island and of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

Accordingly, the Board of Directors and the proper officers of each of the disappearing corporations and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the Merger herein provided for.

10. Submission to Shareholders. The Agreement of Merger herein made and adopted shall be submitted to the shareholders of each of the disappearing corporations and the surviving corporation for their adoption or rejection in the manner prescribed by the provisions of the Rhode Island Business Corporation Act and California General Corporation Law, as the case may be.

11. Service Of Process. The surviving corporation agrees that it may be served with process in the State of Rhode Island in any proceeding for enforcement of any obligation of HPC as well as for the enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings pursuant to the provisions of the Rhode Island Business Corporation Act.

12. Effective Date. The merger herein provided for shall become effective on the successful filing of this agreement or such other appropriate certificates with the filing authorities of the jurisdictions of the State of California and Rhode Island.

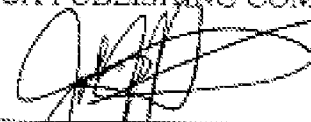
13. Abandonment. Notwithstanding the full authorization of the merger herein provided for, the merger may be abandoned at any time prior to its effective date in the event that the Board of Directors of either of the disappearing corporations at any time prior to the effective date, whether before or after approval by the shareholders of either of the disappearing corporations.


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IN WITNESS WHEREOF each of the corporate parties hereto, pursuant to authority duly granted by each of their respective Boards of Directors, has caused this Agreement of Merger to be executed by its authorized officers on the date first written above.


HEALTHTECH PUBLISHING COMPANY, INC.

By:   
\_\_\_\_\_  
John J. Hennessy, II  
Chairman and CEO

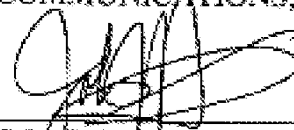
By:   
\_\_\_\_\_  
Steven J. Resnick  
Assistant Secretary and CFO

NOVICOM, INC.

By:   
\_\_\_\_\_  
John J. Hennessy, II  
Chairman and CEO

By:   
\_\_\_\_\_  
Steven J. Resnick  
Assistant Secretary and CFO

CURANT COMMUNICATIONS, INC.

By:   
\_\_\_\_\_  
John J. Hennessy, II  
Chairman and CEO


By:   
\_\_\_\_\_  
Steven J. Resnick  
Assistant Secretary and CFO


**CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER  
CURANT COMMUNICATIONS, INC.**

John J. Hennessy, II and Steven J. Resnick hereby state and certify that:

1. They are the (a) Chairman and Chief Executive Officer and (b) Chief Financial Officer and Assistant Secretary, respectively, of Curant Communications, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. There is only one class of shares and the total number of outstanding shares is 2,000.
4. The shareholder percentage vote required for the aforesaid approval was 51% percent.
5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On this 1 day of July, 2004, in the Township of Monroe in the State of New Jersey, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

  
 \_\_\_\_\_  
 John J. Hennessy, II  
 Chairman and CEO

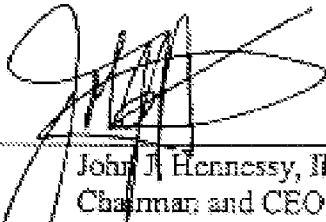
  
 \_\_\_\_\_  
 Steven J. Resnick  
 Chief Financial Officer and  
 Assistant Secretary

**CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER**  
**HEALTHTECH PUBLISHING COMPANY, INC.**


John J. Hennessy, II and Steven J. Resnick hereby state and certify that:

1. They are the (a) Chairman and Chief Executive Officer and (b) Chief Financial Officer and Assistant Secretary, respectively, of Healthtech Publishing Company, Inc., a Rhode Island corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. There is only one class of shares and the total number of outstanding shares is 100.
4. The shareholder percentage vote required for the aforesaid approval was 51% percent.
5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On this 1 day of July, 2004, in the Township of Monroe in the State of New Jersey, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.



\_\_\_\_\_  
John J. Hennessy, II  
Chairman and CEO



\_\_\_\_\_  
Steven J. Resnick  
Chief Financial Officer and  
Assistant Secretary

**CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER**

**NOVICOM, INC.**

John J. Hennessy, II and Steven J. Resnick hereby state and certify that:

1. They are the (a) Chairman and Chief Executive Officer and (b) Chief Financial Officer and Assistant Secretary, respectively, of Novicom, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and the sole shareholder of the corporation.
3. There is only one class of shares and the total number of outstanding shares is 100.
4. The shareholder percentage vote required for the aforesaid approval was 100% percent.
5. The principal terms of the merger agreement in the form attached were approved by the corporation by a unanimous vote of the number of shares which equaled the vote required.

On this 6 day of August, 2004, in the Township of Monroe in the State of New Jersey, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, that the statements set forth in said certificate are true of his own knowledge, and that this certificate is to be effective as if executed on and as of July 1, 2004.

  
 \_\_\_\_\_  
 John J. Hennessy, II  
 Chairman and CEO

  
 \_\_\_\_\_  
 Steven J. Resnick  
 Chief Financial Officer and  
 Assistant Secretary



**JOINT UNANIMOUS WRITTEN CONSENT  
OF THE DIRECTORS OF  
HEALTHTECH PUBLISHING COMPANY, INC.,  
NOVICOM, INC.  
AND  
CURANT COMMUNICATIONS, INC.  
IN LIEU OF SPECIAL MEETING**

The undersigned, being all of the directors of Healthtech Publishing Company, Inc., a Rhode Island corporation ("HPC"), Novicom, Inc., a California corporation ("NVI") and Curant Communications, Inc., a California corporation ("CCI"), hereby consent to and adopt the following resolutions:

WHEREAS, there has been presented to the directors of each of HPC, NVI and CCI a proposal to merge HPC and NVI into their affiliate CCI for cost savings purposes;

WHEREAS, Medical World Communications, Inc., a Delaware corporation (the "Parent") owns all of the outstanding shares of capital stock of HPC and NVI and all of the outstanding shares of capital stock of CCI;

WHEREAS, each of HPC and NVI desires to merge itself into CCI to accomplish the aforementioned purposes;

WHEREAS, the Parent, the owner of all outstanding shares of HPC's and NVI's capital stock, will surrender its stock certificates evidencing capital stock in HPC and NVI for cancellation; and

WHEREAS, the directors of each of HPC, NVI and CCI deem the execution and filing, with appropriate authorities, of the proposed Articles of Merger and the Agreement of Merger of HPC and NVI into CCI (the "Merger Documents") to be in the best interests of each of HPC, NVI and CCI at this time,

NOW THEREFORE, be it:

HEREBY RESOLVED, that the merger of Healthtech Publishing Company, Inc., a Rhode Island corporation, and Novicom, Inc., a California corporation, into Curant Communications, Inc., a California corporation, the resulting company to be known as Curant Communications, Inc., a California corporation, upon the terms and provisions of the Merger Documents dated on or about July 1, 2004, is hereby approved and ratified in all respects; and, be it further