

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hemophilia Health Services, Inc.		12/28/2005	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	Accredo Health Group, Inc.
Street Address:	1640 Century Center Parkway
Internal Address:	Suite 101
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38134
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	78373104	KARING FOR KIDS
Serial Number:	78373112	KARING FOR KIDS INNOVATIVE LEARNING
Serial Number:	76593633	EFACTORCARE
Registration Number:	2723600	FACTORX CARE
Registration Number:	2818823	FACTORCARE
Registration Number:	2613334	BLOOD STONE MAGAZINE
Registration Number:	2601786	WELLIGAN HUGSLEY
Registration Number:	2448809	WELLIGAN HUGSLEY
Registration Number:	2448808	WELLIGAN HUGSLEY
Registration Number:	2378733	THE HEMOPHILIA CONNECTION

CORRESPONDENCE DATA

CH \$265.00 78373104

Fax Number: (901)680-7201
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (901) 680-7271
Email: jim.montgomery@butlersnow.com
Correspondent Name: James D. Montgomery
Address Line 1: P.O. Box 171443
Address Line 4: Memphis, TENNESSEE 38187

ATTORNEY DOCKET NUMBER:	023140.41535
NAME OF SUBMITTER:	James D. Montgomery
Signature:	/James D. Montgomery/
Date:	08/01/2006

Total Attachments: 7
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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: 5633-0676
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/29/05 1228
EFFECTIVE DATE/TIME: 01/01/06 0001
CONTROL NUMBER: 0328169

TO:
CFS
8161 HWY 100, 172
NASHVILLE, TN 37221

RE:
ACCREDITO HEALTH GROUP, INC.
ARTICLES OF MERGER

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

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 01/03/06

FROM:
CAPITAL FILING SERVICE (CFS)
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

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

RECEIPT NUMBER: 00003835680
ACCOUNT NUMBER: 00101230



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

ARTICLES OF MERGER
of
HEMOPHILIA HEALTH SERVICES, INC.
(a Tennessee corporation)
into
ACCREDO HEALTH GROUP, INC.
(a Delaware corporation)

RECEIVED
STATE OF TENNESSEE
2005 DEC 29 PM 12:28
WILEY JARNELL
SECRETARY OF STATE

5633-0876

Pursuant to the provisions of the Tennessee Business Corporation Act, the undersigned corporations hereby execute the following Articles of Merger:

1. The Agreement and Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Agreement and Plan of Merger was adopted by the sole shareholder of Hemophilia Health Services, Inc. on December 28, 2005. This approval was required by Chapter 21 of the Tennessee Business Corporation Act and that the Agreement and Plan of Merger was approved by the affirmative vote of the required percentage of all of the votes entitled to be cast.
3. The Agreement and Plan of Merger and performance of its terms were duly authorized by all action required by the laws under which Accredo Health Group, Inc. was organized and by its Certificate of Incorporation.
4. The merger will be effective at 12:01 a.m., EST, on January 1, 2006.

Date: December 28, 2005

HEMOPHILIA HEALTH SERVICES, INC.

By: Thomas W. [Signature]
Name: Thomas W. [Signature]
Title: La Vice Pres.

Date: December 28, 2005

ACCREDO HEALTH GROUP, INC.

By: Thomas W. [Signature]
Name: Thomas W. [Signature]
Title: La Vice Pres.

ATL01/12106578v2

EXHIBIT A

Agreement and Plan of Merger

5833.6577

ATL01/12106578v2

**AGREEMENT AND PLAN OF MERGER
 MERGING
 HEMOPHILIA HEALTH SERVICES, INC.
 (a Tennessee corporation)
 WITH AND INTO
 ACCREDO HEALTH GROUP, INC.
 (a Delaware corporation)**

5833.0578

AGREEMENT AND PLAN OF MERGER entered into on December 28, 2005 by Hemophilia Health Services, Inc., a business corporation of the State of Tennessee ("HHS"), and approved by resolution adopted by its Board of Directors on said date, and entered into on December 28, 2005 by Accredo Health Group, Inc., a business corporation of the State of Delaware ("Accredo"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, HHS is a business corporation of the State of Tennessee with its registered office therein located at 6820 Charlotte Pike, City of Nashville, County of Davidson; and

WHEREAS, the total number of shares of stock which HHS has authority to issue is one thousand (1,000) shares, all of which are of one class and without par value; and

WHEREAS, Accredo is a business corporation of the State of Delaware with its registered office therein located at 1209 Orange Street, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Accredo has authority to issue is one thousand (1,000) shares, all of which are of one class and of a par value of \$0.10 each; and

WHEREAS, the Tennessee Business Corporation Act permits a merger of a business corporation of the State of Tennessee with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, HHS and Accredo and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge HHS with and into Accredo pursuant to the provisions of the Tennessee Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by HHS and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Accredo and approved by a resolution adopted by its Board of Directors, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. HHS and Accredo shall, pursuant to the provisions of the Tennessee Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Accredo, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of HHS, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Tennessee Business Corporation Act.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation as therein amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present Bylaws of the surviving corporation will be the Bylaws of said surviving corporation and will 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 Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the surviving corporation.

5. Each issued and outstanding share of the terminating corporation shall, at the effective time of the merger, be canceled and cease to exist by virtue of the merger. The issued and outstanding shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Tennessee Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of

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5833.0078

Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Tennessee and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Tennessee and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 and Plan of Merger or of the merger herein provided for.

The effective time of this Agreement and Plan of Merger, and the time at which the merger herein agreed upon shall become effective pursuant to Section 103 of the General Corporation Law of the State of Delaware and Section 48-11-304 of the Tennessee Business Corporation Act, shall be 12:01 am EST, January 1, 2006.

[Signatures on Following Page]

5833 - MERGE

ATL01/12106578v2

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporation parties thereto.

HEMOPHILIA HEALTH SERVICES, INC.

By: *Thomas W. Bell*
Name: Thomas W. Bell
Title: Se. Vice Pres.

ACCREDO HEALTH GROUP, INC.

By: *Thomas W. Bell*
Name: Thomas W. Bell
Title: Se. Vice Pres.

REC-3 - REC-1

[Signature Page to Agreement and Plan of Merger]