

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MIM Corporation		03/09/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BioScript, Inc.
Street Address:	100 Clearbrook Road
City:	Elmsford
State/Country:	NEW YORK
Postal Code:	10523
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	2751919	ADIMA
Registration Number:	2596894	BIOSCRIP
Registration Number:	2387736	CAPSCRIPT
Registration Number:	2754864	INFOSCRIP
Registration Number:	2555074	SCRIPDM
Registration Number:	2560136	SCRIPMINE
Registration Number:	2798551	SCRIP PBM
Registration Number:	2757160	SCRIP PHARMACY
Registration Number:	2555073	STEPSCRIP

CORRESPONDENCE DATA

Fax Number: (404)572-5134
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 404-572-3416
 Email: arbounds@kslaw.com

OP \$240.00 2751919

Correspondent Name: Andrea R. Bounds
Address Line 1: 1180 Peachtree Street
Address Line 4: Atlanta, GEORGIA 30309-3521

ATTORNEY DOCKET NUMBER: 06831/104001

NAME OF SUBMITTER: Andrea R. Bounds

Signature: /Andrea R. Bounds/

Date: 04/05/2007

Total Attachments: 2
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EXHIBIT 4.1

SECOND AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

MIM CORPORATION

1. The present name of the Corporation is, and the name under which the Corporation was originally incorporated was, MIM Corporation. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 22, 1996.

2. The Certificate of Incorporation of the Corporation is amended and restated as follows:

FIRST: The name of the Corporation is BioScrip, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is eighty million (80,000,000) shares, par value one-one hundredth of a cent (\$0.0001) per share, of which seventy-five million (75,000,000) shares are designated as Common Stock and five million (5,000,000) shares are designated as Preferred Stock.

FIFTH: The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of Article FOURTH, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the Delaware General Corporation law, to establish from time to time the number of shares to be included in each series, and to fix the designation, powers, preferences, and relative rights of each such series and the qualifications, limitations, or restrictions thereof. Each class or series shall be appropriately designated by a distinguishing designation prior to the issuance of any shares thereof. The Preferred Stock of all series shall have powers, preferences and relative rights and shall be subject to qualifications, limitations and restrictions identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of shares of other series of the same class.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the By-Laws of the Corporation except as otherwise specifically provided therein.

SEVENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed by the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of

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stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of the Corporation, as the case may be, and also on the Corporation.

EIGHTH: A director of the Corporation shall have no personal liability to the Corporation or to its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that Section 102(b)(7) (or any successor or additional provision) of the Delaware General Corporation Law, as amended from time to time, expressly provides that the liability of a director may not be eliminated or limited.

3. The Amended and Restated Certificate of Incorporation of the Corporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the Delaware General Corporation Law.

4. The Amended and Restated Certificate of Incorporation of the Corporation shall become effective at 11:59:59 p.m. on March 12, 2005.

Dated: March 9, 2004.

/s/ Barry A Posner
Barry A. Posner
Executive Vice President,
Secretary and General Counsel