

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
AMERICAN REHABILITATION GROUP, P.S.C.		01/01/2006	PROFESSIONAL SERVICE CORPORATION: KENTUCKY

RECEIVING PARTY DATA

Name:	AMERICAN REHABILITATION GROUP, INC.
Street Address:	1511 Kentucky Home Life Building
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40202
Entity Type:	CORPORATION: KENTUCKY

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1903165	

CORRESPONDENCE DATA

Fax Number: (412)288-3063
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 412-288-3233
 Email: ptoipinbox@reedsmith.com
 Correspondent Name: Jody L. Burtner, Senior Paralegal
 Address Line 1: P.O. Box 488
 Address Line 2: Reed Smith LLP
 Address Line 4: Pittsburgh, PENNSYLVANIA 15230-0488

ATTORNEY DOCKET NUMBER:	304800.20058.1354
NAME OF SUBMITTER:	Jody L. Burtner

OP \$40.00 1903165

Signature:	/Jody L. Burtner/
Date:	01/28/2008
Total Attachments: 7 source=hcrturboargkyintoargxxiinc#page1.tif source=hcrturboargkyintoargxxiinc#page2.tif source=hcrturboargkyintoargxxiinc#page3.tif source=hcrturboargkyintoargxxiinc#page4.tif source=hcrturboargkyintoargxxiinc#page5.tif source=hcrturboargkyintoargxxiinc#page6.tif source=hcrturboargkyintoargxxiinc#page7.tif	

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Trey Grayson
Secretary of State
Received and Filed
12/28/2005 8:16:56 AM
Fee Receipt: \$50.00

ARTICLES OF MERGER
OF
AMERICAN REHABILITATION GROUP, P. S.C.
AND
ARG XXI, INC.

Pursuant to the provisions of Kentucky Revised Statutes ("KRS") §271B.11-050, American Rehabilitation Group, P.S.C., a Kentucky professional service corporation, and ARG XXI, Inc., a Kentucky business corporation, (hereinafter collectively, the "Constituent Corporations"), hereby adopt the following Articles of Merger:

ARTICLE I

The Plan of Merger (the "Plan"), by and between American Rehabilitation Group, P.S.C. and ARG XXI, Inc., effective as of January 1, 2006, a copy of which is attached hereto as Exhibit A, has been approved and adopted by the respective Boards of Directors and Shareholders of the Constituent Corporations in the manner set forth in these Articles of Merger.

ARTICLE II

The Board of Directors of American Rehabilitation Group, P.S.C. approved, adopted and ratified the Plan by unanimous consent action dated December 28, 2005, directed that the Plan be submitted to its shareholders and recommended that the shareholders adopt the Plan. A total of 8,500 shares of American Rehabilitation Group, P.S.C. common stock were issued, outstanding and entitled to vote on the Plan. By unanimous consent action dated December 28, 2005, all of the 8,500 issued and outstanding shares of American Rehabilitation Group, P.S.C. entitled to vote were voted in favor of the Plan.

ARTICLE III

The Board of Directors of ARG XXI, Inc. approved, adopted and ratified the Plan by unanimous written consent on December 28, 2005, directed that the Plan be submitted to the shareholders and recommended that the shareholders adopt the Plan. A total of one (1) share of ARG XXI, Inc. common stock was issued, outstanding and entitled to vote on the Plan. By

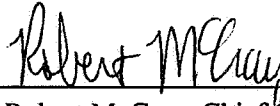
unanimous written consent action dated December 28, 2005, the one (1) issued and outstanding share of ARG XXI, Inc. entitled to vote was voted in favor of the Plan.

ARTICLE IV

The effective date of these Articles of Merger shall be January 1, 2006 and the effective time shall be the opening of business on the effective date.

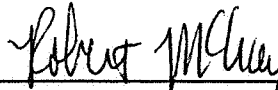
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as the duly authorized officers of the Constituent Corporations, as of December 28, 2005

AMERICAN REHABILITATION GROUP, P.S.C.



By: Robert McCray, Chief Operating Officer

ARG XXI, INC.



By: Robert McCray, Chief Operating Officer

This instrument prepared by:



Laurel L. Garrett
359 North Limestone Street
Lexington, KY 40508
859-221-7903
laurelgarrett@mac.com

**PLAN OF MERGER
OF
AMERICAN REHABILITATION GROUP, P.S.C.
WITH AND INTO
ARG XXI, INC.**

THIS PLAN OF MERGER ("Plan of Merger") is made and entered into effective as of January 1, 2006, by and between (i) American Rehabilitation Group, P.S.C., a Kentucky professional service corporation having its registered office at 2265 Harrodsburg Road, Lexington, KY 40504 ("ARG PSC"); and (ii) ARG XXI, INC., a Kentucky business corporation having its registered office at 1511 Kentucky Home Life Building, Louisville, Kentucky 40202 ("ARG XXI"). (ARG PSC and ARG XXI are sometimes herein referred to collectively as the "Constituent Corporations".)

RECITALS:

A. ARG PSC is a professional service corporation organized and existing under the laws of the Commonwealth of Kentucky, the authorized capital stock of which consists of 30,000 shares of common stock, without par value ("ARG PSC Common Stock"), of which 8,500 are issued and outstanding. There exists no fractional interest in ARG PSC Common Stock.

B. ARG XXI is a corporation organized and existing under the laws of the Commonwealth of Kentucky, the authorized capital stock of which consists of 10,000 shares of common stock, without par value ("ARG XXI Common Stock"), of which one (1) share is issued and outstanding.

C. The respective Boards of Directors of ARG PSC and ARG XXI have determined that a merger of ARG PSC with and into ARG XXI pursuant to the terms and conditions herein set forth, is in the best interests of the respective corporations and have adopted resolutions approving and adopting this Plan of Merger.

D. Upon the recommendation of the respective Boards of Directors of ARG PSC and ARG XXI, the shareholders of each of the Constituent Corporations have adopted and approved this Plan of Merger by unanimous consent resolutions dated as of December 28, 2005.

AGREEMENT:

NOW THEREFORE, in consideration of the foregoing recitals and the mutual covenants set forth herein, the parties hereby agree as follows, intending to be legally bound:

ARTICLE I

Merger

Subject to the terms and conditions of this Plan of Merger, ARG PSC shall be merged with and into ARG XXI (the "Merger"), effective as of the opening of business on January 1, 2006 (the "Effective Time"). As of the Effective Time, the separate corporate existence of ARG PSC shall thereupon cease, ARG XXI shall be the surviving corporation and the separate existence of ARG XXI with all of its purposes, objects, rights, privileges, powers, franchises and interests shall continue unaffected and unimpaired by the Merger. The Merger shall be pursuant to the provisions of, and with the effect provided in, the laws of the Commonwealth of Kentucky. (ARG XXI, as existing on and after the Effective Time shall sometimes be referred to herein as the "Surviving Corporation").

ARTICLE II

Articles of Incorporation and Bylaws

Except as hereinafter amended in this Plan of Merger, the Articles of Incorporation and the Bylaws of ARG XXI in effect immediately prior to the Effective Time shall be the Articles of Incorporation and Bylaws of the Surviving Corporation. Article I of the Articles of Incorporation shall be amended and restated in its entirety, as follows:

"ARTICLE I

Name

The name of the Corporation is "American Rehabilitation Group, Inc."

ARTICLE III

Board of Directors

At the Effective Time, the Board of Directors and the officers of the Surviving Corporation shall consist of those persons serving as directors and officers of ARG XXI immediately prior to the Effective Time.

ARTICLE IV

Capital

The shares of capital stock of ARG XXI issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, continue to be issued and outstanding.

ARTICLE V

Conversion and Exchange of Shares

A. There are 8,500 shares of ARG PSC Common Stock issued and outstanding. At the Effective Time, each issued and outstanding share of ARG PSC Common Stock shall be converted and exchanged into one (1) share of ARG XXI Common Stock.

B. At the Effective time, all shares of ARG PSC Common Stock held in the treasury of ARG PSC shall be canceled and no cash, stock, or other property shall be delivered in exchange therefor in the Merger.

C. At the Effective Time, the stock transfer books of ARG PSC shall be closed and no transfer of ARG PSC Common Stock shall thereafter be made or recognized.

ARTICLE VI

Effect of the Merger

A. Articles of Merger evidencing the transactions contemplated herein shall be delivered to the Kentucky Secretary of State for filing, pursuant to the provisions of Kentucky Revised Statutes 271B.11-050.

B. From and after the Effective Time, ARG XXI shall possess all of the respective rights, privileges, powers, franchises and interests of the Constituent Corporations in and to every type of property (real, personal and mixed) and causes in action, all of which shall be transferred to, and vested in, ARG XXI by virtue of the Merger, without any deed or other transfer and without reversion or impairment. Any action or proceeding, whether civil, criminal or administrative, pending by or against either of the Constituent Corporations may be continued as if the Merger did not occur, or ARG XXI may be substituted for ARG PSC in such action or proceeding.

C. From and after the Effective Time, ARG XXI shall be liable for all liabilities of the Constituent Corporations and all debts, liabilities, obligations and contracts of the Constituent

Corporations, whether matured or unmatured, whether accrued, absolute, contingent or otherwise and whether or not reflected or reserved against on the respective balance sheets, books of account or records of the Constituent Corporations, shall be those of ARG XXI and shall not be released or impaired by the Merger. Further, all rights of creditors and other obligees and all liens on properties of either of the Constituent Corporations shall be preserved unimpaired.

ARTICLE VII

Further Assurances

If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assurances, conveyances or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm of record or otherwise, in ARG XXI its right, title or interest in, to or under any of the rights, properties or assets of ARG PSC acquired or to be acquired by ARG XXI as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan of Merger, ARG PSC and its proper officers and directors shall be deemed to have granted to ARG XXI an irrevocable power of attorney to (i) execute and deliver all such proper deeds, assignments and assurances in law, (ii) to do all acts necessary or proper to vest properties or assets in ARG XXI; and (iii) otherwise carry out the purposes of this Plan of Merger. The proper officers and directors of ARG XXI are fully authorized in the name of ARG PSC or otherwise to take any and all such actions.

ARTICLE VIII

Miscellaneous

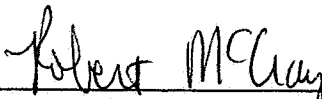
A. This Plan of Merger may be amended or supplemented at any time by ARG XXI. any such amendment or supplement must be in writing and approved by the Board of Directors of ARG XXI.

B. The headings of the several articles contained herein are inserted for convenience of reference only and are not intended to be a part of or to affect the meaning or interpretation of this Plan of Merger.

C. This Plan of Merger shall be governed by, and construed in accordance with the laws of, the Commonwealth of Kentucky.

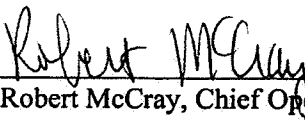
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as the duly authorized officers of the Constituent Corporations, effective as of January 1, 2006

AMERICAN REHABILITATION GROUP, P.S.C.



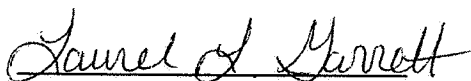
By: Robert McCray, Chief Operating Officer

ARG XXI, INC.



By: Robert McCray, Chief Operating Officer

This instrument prepared by:



Laurel L. Garrett
359 North Limestone Street
Lexington, KY 40508
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laurelgarrett@mac.com