

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CONVERSION TO LLC		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
IN HOME HEALTH, INC.		11/02/2007	CORPORATION: MINNESOTA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	IN HOME HEALTH, LLC		
<b>Street Address:</b>	333 North Summit Street		
<b>City:</b>	Toledo		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	43604		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: MINNESOTA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1788606	IN HOME HEALTH, INC.	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(412)288-3063		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	412-288-3233		
<b>Email:</b>	ptoipinbox@reedsmith.com		
<b>Correspondent Name:</b>	Jody L. Burtner, Senior Paralegal		
<b>Address Line 1:</b>	P.O. Box 488		
<b>Address Line 2:</b>	Reed Smith LLP		
<b>Address Line 4:</b>	Pittsburgh, PENNSYLVANIA 15230-0488		
<b>ATTORNEY DOCKET NUMBER:</b>	304800.20058.1354		
<b>NAME OF SUBMITTER:</b>	Jody L. Burtner		
<b>Signature:</b>	/Jody L. Burtner/		
<b>Date:</b>	01/28/2008		

OP \$40.00 1788606

**Total Attachments: 8**

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DC-CV



STATE OF MINNESOTA  
SECRETARY OF STATE  
ARTICLES AND PLAN OF CONVERSION  
Minnesota Corporations & Limited Liability Companies  
Minnesota Statutes, Chapter's 302A & 322B  
Fee \$35.00

Read the instructions before completing this form.

1. Name of the Organization before the Conversion is: (Required)

In Home Health, Inc.

2. Name of the Organization after the Conversion shall be: (Required)

In Home Health, LLC

3. After the Conversion, the Organization shall be a: (Required) (Check one of the following filing types.)

Corporation

Limited Liability Company

4. The Terms and Conditions of the Proposed Conversion are: (Required)

See the Plan of Conversion attached hereto as Exhibit A.

5. The manner and basis of converting each ownership interest in the organization immediately before the conversion into ownership interests of the organization immediately after the conversion, in whole or in part, into money or other property is: (Required)

The sole shareholder of In Home Health, Inc. shall surrender its common stock in exchange for One Hundred Percent (100%) of the membership interest in the In Home Health, LLC.

6. Include a Copy of the Proposed Articles of Incorporation or Articles of Organization of the Organization after the Conversion, with the Articles and Plan of Conversion. (Required)

7. I certify that the foregoing is true and accurate and that I have the authority to sign this document, and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this under oath.

Matthew S. Karg

Authorized Signature of Individual on Behalf of the Converting Company

8. Name, daytime telephone number and e-mail address of contact person:

Gail L. Whaley

Name

(419) 246-5757

Phone Number

gwhaley@anspachlaw.com

**PLAN OF CONVERSION**

OF

**In Home Health, Inc.**  
a Minnesota Corporation

AND

**In Home Health, LLC**  
a Minnesota Limited Liability Company

\*\*\*\*\*

*Pursuant to Section 302A.681 of the  
Minnesota Business Corporation Act*

\*\*\*\*\*

This Plan of Conversion (the "Plan of Conversion"), dated this 1<sup>st</sup> day of November, 2007, provides for the conversion of In Home Health, Inc., a Minnesota corporation formed under the Minnesota Business Corporation Act, ("Converting Entity"), to In Home Health, LLC, a Minnesota limited liability company, ("Converted Entity"), formed under the Minnesota Limited Liability Company Act, pursuant to Section 302A.681 of the Minnesota Business Corporation Act (the "Conversion").

**WITNESSETH** that:

**WHEREAS**, the board of directors and sole shareholder of Converting Entity have reviewed, recommended and approved this Plan of Conversion; and

**WHEREAS**, this Plan of Conversion is proper and is being effectuated under the laws of the State of Minnesota.

**NOW, THEREFORE**, the Converting Entity and the Converted Entity, parties to this Plan of Conversion, in consideration of the mutual covenants, agreements and provisions

hereinafter contained, do hereby prescribe the terms and conditions of said Plan of Conversion and mode of carrying the same into effect as follows:

**FIRST:** The Converting Entity, a Minnesota Corporation, in good standing, shall reorganize and convert to Converted Entity, a Minnesota limited liability company on the date set forth in this Plan of Conversion in a manner such that following said Conversion the business activities and operations of Converting Entity will continue without modification or interruption.

**SECOND:** The Certificate of Formation as set forth hereto as Exhibit A following the Conversion shall be the Certificate of Formation of the Converted Entity until duly amended in accordance with applicable law.

**THIRD:** The manner of converting the outstanding capital stock and membership interests of each of the Converting and Converted Entities shall be as follows:

The sole shareholder of Converting Entity shall surrender its common stock in exchange for One Hundred Percent (100%) of the membership interest in the Converted Entity on the effective date of the Conversion of the Converting Entity.

**FOURTH:** The terms and conditions of the Conversion are as follows:

- (a) The effect of the Conversion will be to reorganize the Converting Entity from a Minnesota corporation to Converted Entity, a Minnesota limited liability company, whereupon following the conversion/reorganization, the existence of the Converted Entity will cease.
- (b) The Directors and Officers of the Converted Entity shall continue in office until their successors shall have been elected and qualified.
- (c) This Conversion shall become effective upon filing with the Secretary of the State of Minnesota.
- (d) Upon the Conversion becoming effective, all assets, liabilities, federal and state identification numbers and codes, rights, permits, privileges, franchises, patents, trademarks, options, leases, licenses, registrations and other assets of every kind and description of the Converting Entity shall be transferred to, vested in and devolve upon the Converted Entity without further act or deed

and all property, rights, and every other interest of the Converted Entity and the Converting Entity shall be as effectively the property of the Converted Entity as they were of the Converting Entity and the Converted Entity respectively. The shareholder and officers of the Converting Entity hereby agree from time to time, as and when requested by the Converted Entity or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Converted Entity may deem necessary or desirable in order to vest in and confirm to the Converted Entity title to and possession of any property of the Converting Entity acquired or to be acquired by reason of or as a result of the Conversion herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers of the Converting Entity and the proper officers of the Converted Entity are fully authorized in the name of the Converting Entity or otherwise to take any and all such action.

**FIFTH:** Anything herein or elsewhere to the contrary notwithstanding, this Plan of Conversion may be terminated and abandoned by the board of directors of the Converted Entity or the board of directors of the Converting Entity at any time prior to the time that this Plan of Conversion or Articles of Conversion acknowledging the approval of this Conversion filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Plan of Conversion by the board of directors, member and shareholder of the Converting and Converted Entities shall not (1) alter or change any term of the Certificate of Formation of the Converted Entity to be effected by the conversion; or, (2) alter or change any of the terms and conditions of the Plan of Conversion if such alteration or change would adversely affect the member or shareholder of either the Converted or Converting Entity.

**SIXTH:** This Plan of Conversion will be on file at 333 N. Summit Street, Toledo, Ohio.

**SEVENTH:** A copy of this Plan of Conversion will be furnished by the Converted Entity upon request, without cost, to any member or shareholder of the Converting and Converted Entities.

IN WITNESS WHEREOF, the parties to this Conversion, pursuant to approval and authority duly given by resolutions adopted by their respective board of directors, member and shareholder have caused these presents to be executed by their duly authorized officers and representatives as the respective act, deed and agreement of said Converting and Converted Entities as of the 1<sup>st</sup> day of November 2007.

In Home Health, LLC,  
a Minnesota limited liability company

By: Matthew S. Kang  
Matthew S. Kang  
Its: Director/Manager and Duly Authorized Representative

In Home Health, Inc.,  
a Minnesota corporation

By: Matthew S. Kang  
Matthew S. Kang  
Its: Vice President, Treasurer and Duly Authorized Representative



**MINNESOTA SECRETARY OF STATE  
ARTICLES OF ORGANIZATION FOR  
A LIMITED LIABILITY COMPANY  
MINNESOTA STATUTES CHAPTER 322B  
Filing Fee: \$160.00**

**READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM**

1. Name of Company: In Home Health, LLC

*(The Company name must include the words Limited Liability Company or the abbreviation LLC)*

2. Registered Office Address: (P.O. Box is Unacceptable)

100 S. 5<sup>th</sup> Street #1075

Complete Street Address or Rural Route and Rural Route Box Number

Minneapolis  
City

MN 55402  
State Zip Code

3. Name of Registered Agent (optional): CT Corporation System, Inc.

4. Business Mailing Address: (if different from registered office address)

333 N. Summit Street

Address

Toledo  
City

OH 43604  
State Zip Code

5. Desired Duration of LLC: (in years) (If you do not complete this item, a perpetual duration is assumed by law.)

6. Does this LLC own, lease or have any interest in agricultural land or land capable of being farmed?  
(Check One) Yes  No

7. Name and Address of Organizer(s):

Name (print)	Complete Address			Signature
	Street City	State	Zip	
Matthew S. Kang Authorized Representative	333 N. Summit Street Toledo, Ohio 43604			<i>Matthew S Kang</i>
				STATE OF MINNESOTA DEPARTMENT OF STATE FILED
				NOV - 2 2007: <i>pc</i> <i>Michelle Kistler</i> Secretary of State

8. List a name, daytime phone number, and e-mail address of a person who can be contacted about this form.

Gail L. Whaley

Contact Name

(419) 246-5757

Phone Number

gwhaley@anspachlaw.com

E-Mail Address



**STATE OF MINNESOTA**  
DEPARTMENT OF STATE  
I hereby certify that this is a  
true and complete copy of the  
document as filed for record in  
this office.  
DATED 11-2-07  
Mark Ritchie  
Secretary of State  
By Pat Carlson



State of Minnesota

**SECRETARY OF STATE**

**CERTIFICATE OF GOOD STANDING**

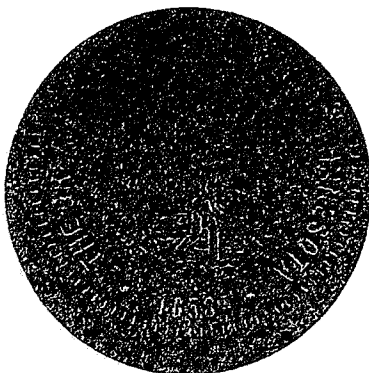
I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered to do business by filing an application for a certificate of authority with the Office of the Secretary of State on the date listed below; the limited liability company is governed by Chapter 322B of Minnesota Statutes; and this limited liability company is authorized to do business as a limited liability company at the time this certificate is issued.

Name in Minnesota: In Home Health, LLC

State of Organization: Minnesota

Date Formed or Registered: 11/2/2007

This certificate has been issued on: 11/2/2007



*Mark Ritchie*  
Secretary of State.