

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PMC Hospice Services, Inc.		12/31/2007	CORPORATION: OKLAHOMA

**RECEIVING PARTY DATA**

Name:	SolAmor Hospice Corporation
Street Address:	101 Sun Avenue, N.E.
City:	Albuquerque
State/Country:	NEW MEXICO
Postal Code:	87109
Entity Type:	CORPORATION: OKLAHOMA

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	3418932	SOLAMOR
Registration Number:	3418934	SOL AMOR HOSPICE

**CORRESPONDENCE DATA**

Fax Number: (914)323-7001  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 914-323-7000  
 Email: adam.bialek@wilsonelser.com  
 Correspondent Name: Adam R. Bialek, c/o Wilson Elser et al.  
 Address Line 1: 3 Gannett Drive  
 Address Line 4: White Plains, NEW YORK 10604

ATTORNEY DOCKET NUMBER:	07287.00009
NAME OF SUBMITTER:	Adam R. Bialek
Signature:	/Adam R. Bialek/

**TRADEMARK**

**CH \$65.00 3418932**

Date:

06/11/2008

**Total Attachments: 7**

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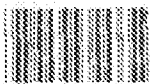
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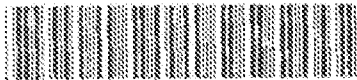
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### CERTIFICATE OF MERGER OR CONSOLIDATION

TO: OKLAHOMA SECRETARY OF STATE  
2300 N Lincoln Blvd., Room 101, State Capitol Building  
Oklahoma City, Oklahoma 73105-4597  
(405) 522-4560

**SPECIAL INSTRUCTIONS:** Submit this form to file a merger or consolidation pursuant to the Oklahoma General Corporation Act. Please consult this Act carefully. Use this form ONLY when each constituent corporation is an OKLAHOMA corporation.

**FILING FEE:** IF the authorized capital of the surviving or resulting corporation is increased to a figure greater than the combined authorized capital of all corporations involved plus \$50,000.00, the filing fee shall be equal to one-tenth of one percent (1/10th of 1%) of such increase. IF the surviving corporation is a **NOT FOR PROFIT** corporation, the filing fee shall be \$25.00.

A. The Agreement of Merger or Consolidation, adopted, approved, certified, executed, and acknowledged by each of the constituent corporations in accordance with the Oklahoma General Corporation Act, is ATTACHED HERETO.

OR

B. In lieu of filing an executed agreement of merger or consolidation, the surviving or resulting corporation hereby states and certifies as follows:

1. The name and state of incorporation of each of the constituent corporations are:

NAME OF CORPORATION	STATE OF INCORPORATION
PMC Hospice Services, Inc.	Oklahoma
Solamor Hospice Corporation	Oklahoma

2. An agreement of merger or consolidation (circle one) has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 1638 - 2 of the Oklahoma General Corporation Act.

RECEIVED  
OK SEC. OF STATE

3. The name of the surviving or resulting corporation is:

DEC 19 2007

Solamor Hospice Corporation

4. Check the statement applicable to the merger or consolidation:

No amendments or changes are desired so that the certificate of incorporation of the surviving corporation shall be its certificate of incorporation.

Any amendments or changes in the certificate of incorporation of the surviving corporation as are desired to be effected by the terms of the merger are set out in an **attachment hereto**.

The certificate of incorporation of the corporation resulting from the consolidation is set forth in an **attachment hereto**.

5. The executed agreement of merger or consolidation is on file at the principal place of business of the surviving corporation at the following address:

<u>101 Sun Ave. NE</u>	<u>Albuquerque</u>	<u>NM</u>	<u>87109</u>
STREET ADDRESS	CITY	STATE	ZIP CODE

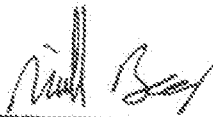
6. A copy of the agreement of merger or consolidation will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

IN WITNESS WHEREOF, the surviving or resulting corporation has caused this certificate of merger or consolidation to be executed by its President or Vice President and attested by its Secretary or Assistant Secretary this 14 day of December, 2007

  
By its \_\_\_\_\_ Vice President

Michael Newman  
Please Print Name

ATTEST:

  
By its \_\_\_\_\_ Secretary

Michael T. Berg  
Please Print Name

OFFICE OF THE SECRETARY OF STATE



CERTIFIED COPY OF ONE PARTICULAR  
DOCUMENT

CERTIFICATE

*I THE UNDERSIGNED, Secretary of State, of the State of Oklahoma do hereby certify that, to the date of this certificate, the attached is a true and correct copy of the document on file as described below of:*

NAME OF ENTITY  
PMC HOSPICE SERVICES, INC.

DOCUMENT TYPE  
*Certificate of Merger*

DOCUMENT FILING DATE  
*December 19, 2007*



*IN TESTIMONY WHEREOF, I hereunto set my hand and affixed the Great Seal of the State of Oklahoma, done at the City of Oklahoma City, this 4th day of March, 2008.*

*Secretary Of State*

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF MERGER

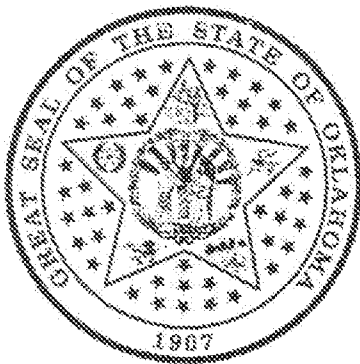
WHEREAS,

SOLAMOR HOSPICE CORPORATION

*a corporation organized under the laws of the State of OKLAHOMA,  
has filed in the office of the Secretary of State duly authenticated evidence of a merger  
whereby said corporation is the survivor, as provided by the laws of the State of Oklahoma.*

*NOW THEREFORE, I, the undersigned Secretary of State of Oklahoma, by virtue of  
the powers vested in me by law, do hereby issue this Certificate evidencing such merger.*

*IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed  
the Great Seal of the State of Oklahoma.*



*Filed in the City of Oklahoma City this  
19th day of December, 2007.*

*M. Susan Savage*

Secretary Of State

AGREEMENT OF MERGER  
OF  
PMC HOSPICE SERVICES, INC.  
(An Oklahoma Corporation)  
AND  
SOLAMOR HOSPICE CORPORATION  
(An Oklahoma Corporation)

AGREEMENT OF MERGER approved on December 7, 2007 by PMC Hospice Services, Inc., a business corporation of the State of Oklahoma, by resolution adopted by its Board of Directors on said date, and SolAmor Hospice Corporation, a business corporation of the State of Oklahoma, by resolution adopted by its Board of Directors on said date.

WHEREAS, PMC Hospice Services, Inc. is a corporation of the State of Oklahoma with its registered office therein located at 115 SW 89th St., Oklahoma City, OK 73139;

WHEREAS, the total number of shares of stock which PMC Hospice Services, Inc. has authority to issue is 500,000, all of which are of one class and of a par value of \$ .10 per share;

WHEREAS, SolAmor Hospice Corporation is a business corporation of the State of Oklahoma with its registered office therein located at 115 SW 89th St., Oklahoma City, OK 73139;

WHEREAS, the total number of shares of stock which SolAmor Hospice Corporation has authority to issue is 10,000, all of which are of one class and of a par value of \$1.00 per share; and

WHEREAS, PMC Hospice Services, Inc. and SolAmor Hospice Corporation and the respective Board of Directors thereof deem it advisable and to the advantage, welfare and best interests of the parties and their respective stockholders to merge PMC Hospice Services, Inc. with and into SolAmor Hospice Corporation pursuant to the provisions of the Oklahoma General Corporation Act 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 approved by a resolution adopted by the Board of Directors of PMC Hospice Services, Inc. and duly approved by a resolution adopted by the Board of Directors of SolAmor Hospice Corporation, the Agreement 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. PMC Hospice Services, Inc. and SolAmor Hospice Corporation shall, pursuant to the provisions of the Oklahoma General Corporation Act, be merged with and into a single corporation, SolAmor Hospice Corporation, 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 the surviving corporation under its present name pursuant to the provisions of the Oklahoma General Corporation Act.

The separate existence of PMC Hospice Services, Inc., which is hereinafter sometimes referred to as the "terminating company," shall cease at the effective time in accordance with the provisions of the Oklahoma General Corporation Act.

2. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation until such time as it may be amended and changed in the manner prescribed by the provisions of the Oklahoma General Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of the 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 Oklahoma General Corporation Act.

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. All of the issued shares of the terminating corporation shall, upon the effective date of the merger, be surrendered and extinguished. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each share which is issued 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 of Merger shall have been fully adopted upon behalf of the terminating company and the surviving corporation in accordance with the provisions of the Oklahoma General Corporation Act, the terminating company and the surviving corporation agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Oklahoma, and that they will cause to be performed all necessary acts within the State of Oklahoma and elsewhere to effectuate the merger herein provided for.

7. The sole member of the terminating company and the Board of Directors and the officers 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 of Merger or of the merger herein provided for.

8. The effective time of the Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be December 31, 2007.

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the terminating company and the surviving corporation.



Dated: December 31, 2007

PMC Hospice Services, Inc.

By: Michael T. Berg  
Name: Michael T. Berg  
Its: Secretary

Dated: December 31, 2007

SolArmor Hospice Corporation

By: Michael T. Berg  
Name: Michael T. Berg  
Its: Secretary