

7-31-08

08-01-2008

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)



103517281

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Pivot Health, Inc.

Additional name(s) of conveying party(ies) attached? No

2. Name and address of receiving party(ies)

Name: PivotHealth, LLC

Street Address: 5500 Maryland Way, Suite 300

City: Brentwood ST: TN ZIP 37027

Additional name(s) & address(es) attached? No

3. Nature of conveyance:

Merger

Execution Date: December 29, 2003

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s): B. Trademark No.(s): 2,711,197

Additional numbers attached? π Yes π No

OPR/FINANCE
JUL 31 AM 10:21

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: WADDEY & PATTERSON, P.C.
ROUNDAABOUT PLAZA
1600 DIVISION STREET, SUITE 500
NASHVILLE, TN 3721903

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41):..... \$40.00

The fee is enclosed

8. Deposit account number: 23-0035

(Attach duplicate copy of this page if paying by deposit account.)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Edward D. Lanquist, Jr.

JUL 29, 2008

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to:
Director of the USPTO, Mail Stop Assignment Recordation Services
P.O. Box 1450
Alexandria, VA 22313-1450

07/31/2008 NJAMA1
01 FC:0021

00000075 2711197

40.00 OP

TRADEMARK
REEL: 003828 FRAME: 0109

972819.2 003828

ARTICLES OF MERGER
OF
PHIJUDOCK, LLC
AND
PIVOT HEALTH, INC.

2003 DEC 23 PM 4:10
003828

Pursuant to Section 48-21-107 of the Tennessee Business Corporation Act, the undersigned hereby submits the following Articles of Merger:

1. Phijudock, LLC is a Tennessee limited liability company and Pivot Health, Inc. is a Tennessee corporation.
2. The Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference.
3. As to Pivot Health, Inc., shareholder approval of the Plan of Merger was required and the Plan of Merger was approved by the required percentage of all votes entitled to be cast.
4. As to Phijudock, LLC, the Plan of Merger and the performance of its terms were duly authorized by all action required by the State of Tennessee and its Articles of Organization.
5. The name of the surviving limited liability company is Phijudock, LLC, which shall change its name to PivotHealth, LLC immediately after the effective time of the merger.
6. The Plan of Merger shall be effective immediately upon its filing with the Tennessee Secretary of State.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed this 21th day of December , 2003.

PIVOT HEALTH, INC.

By: Michael R. McCantuck
Name: Michael R. McCantuck
Title: Vice President

See attached

PLAN OF MERGER

WHEREAS, PHIJUDOCK, LLC ("Phijudock"), a Tennessee limited liability company, and PIVOT HEALTH, INC. ("Pivot Health"), a Tennessee corporation;

WHEREAS, Phijudock owns all the issued and outstanding shares of common stock of Pivot Health;

WHEREAS, the members of Phijudock and the board of directors of Pivot Health have each determined that it is advisable that Pivot Health merge with and into Phijudock upon the terms and conditions herein provided (the "Merger"); and

WHEREAS, the members of Phijudock, Phijudock, as the sole shareholder of Pivot Health, and the board of directors of Pivot Health each have adopted and approved this Plan of Merger (the "Plan of Merger");

NOW, THEREFORE, Phijudock and Pivot Health hereby agree that Pivot Health shall merge with and into Phijudock as follows:

FIRST: The Merger shall become effective immediately upon the filing of the Plan of Merger with the Tennessee Secretary of State, such time being hereinafter referred to as the "Effective Time."

SECOND: Pursuant to and subject to the terms and conditions of the Plan of Merger, at the Effective Time, each issued and outstanding share of the common stock of Pivot Health shall, by virtue of the Merger and without any action on the part of the holders thereof, cease to be outstanding and shall be cancelled without consideration. Each unit of membership interest of Phijudock prior to the Merger shall remain outstanding and unchanged as a unit of membership interest of the surviving limited liability company.

THIRD: As of the Effective Time, Pivot Health shall be merged with and into Phijudock on the terms and conditions hereinafter set forth as permitted by and in accordance with the Tennessee Limited Liability Company Act and the Tennessee Business Corporation Act. Thereupon, the separate existence of Pivot Health shall cease, and Phijudock, which shall change its name as described in Article FIFTH to PivotHealth, LLC, as the surviving limited liability company shall continue to exist under and be governed by the Tennessee Limited Liability Act, and shall possess all the property, rights, privileges, powers and franchises of Pivot Health and be subject to all the debts, liabilities, obligations and duties of Pivot Health.

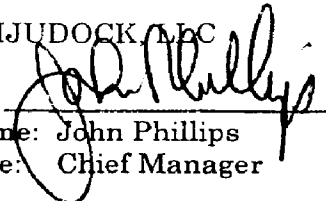
FOURTH: Phijudock shall cause to be executed and filed all documents and certificates, and will cause to be performed all other acts, as shall be necessary to effect the Merger.

FIFTH: The Articles of Organization of Phijudock, as amended immediately after the Effective Time to change its name to PivotHealth, LLC, shall be the Articles of Organization of the surviving limited liability company.

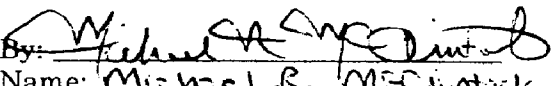
SIXTH: The Operating Agreement, as amended and restated immediately after the Effective Time to change the name of Phijudock to PivotHealth, LLC, of Phijudock shall be the Operating Agreement of the surviving limited liability company.

Date: December 21, 2003

PHIJUDOCK, LLC

By: 
Name: John Phillips
Title: Chief Manager

PIVOT HEALTH, INC.

By: 
Name: Michael R. McIntosh
Title: SE Vice President

Secretary of State

Division of Business Services

312 Eighth Avenue North

Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

DATE: 12/30/03

REQUEST NUMBER: 4995-0060

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 12/29/03 1609

EFFECTIVE DATE/TIME: 12/29/03 1609

CONTROL NUMBER: 0422828

TO:
WALLER LANDSDEN DORTCH & DAVIS
511 UNION ST
STE 2100
NASHVILLE, TN 37219-1760

RE:
PIVOTHEALTH, LLC
CERTIFICATE OF MERGER - LIMITED LIABILITY COMPANY

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

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY 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 LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CERTIFICATE OF MERGER - LIMITED LIABILITY COMPANY ON DATE: 12/30/03

FROM:
WALLER LANDSDEN DORTCH & DAVIS (511 UNION
SUITE 2100
511 UNION STREET
NASHVILLE, TN 37219-1760

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

RECEIPT NUMBER: 00003398665
ACCOUNT NUMBER: 00000832

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



CERTIFICATE OF MERGER

State of Tennessee

57
FILED
2003 DEC 19 10:04:09

Pursuant to Section 48-244-103 of the Tennessee Limited Liability Company Act, Phijudock, LLC, a Tennessee limited liability company, hereby submits this Certificate of Merger:

1. Phijudock, LLC is a Tennessee limited liability company that was organized on March 1, 2002. Pivot Health, Inc. is a Tennessee corporation that was formed on May 9, 2002.

2. The Plan of Merger, attached hereto as Exhibit A and incorporated herein by reference, has been approved and executed by each of the constituent business entities.

3. The name of the surviving limited liability company is Phijudock, LLC, which shall change its name to PivotHealth, LLC immediately after the effective time of the merger.

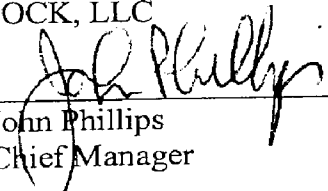
4. The Plan of Merger shall be effective immediately upon its filing with the Tennessee Secretary of State.

5. The executed Plan of Merger is on file at the corporate office of the surviving limited liability company, the address of which is 5211 Maryland Way, Suite 2020A, Brentwood, Tennessee 37027.

6. A copy of the Plan of Merger will be furnished by the surviving limited liability company on request and without cost, to any member of Phijudock, LLC or shareholder of Pivot Health, Inc.

IN WITNESS WHEREOF, the undersigned limited liability company has duly caused this Certificate of Merger to be executed by a duly authorized officer as of this 29th day of December, 2003.

PHIJUDOCK, LLC

By: 
Name: John Phillips
Title: Chief Manager

09 13 1978 40 13 05 11

6777 **EXHIBIT A**

See attached.

2003 DEC 23 PM 4: 09

6777 6777 6777

2013 03 12 10:13:12

PLAN OF MERGER

WHEREAS, PHIJUDOCK, LLC ("Phijudock"), a Tennessee limited liability company, and PIVOT HEALTH, INC. ("Pivot Health"), a Tennessee corporation;

WHEREAS, Phijudock owns all the issued and outstanding shares of common stock of Pivot Health;

WHEREAS, the members of Phijudock and the board of directors of Pivot Health have each determined that it is advisable that Pivot Health merge with and into Phijudock upon the terms and conditions herein provided (the "Merger"); and

WHEREAS, the members of Phijudock, Phijudock, as the sole shareholder of Pivot Health, and the board of directors of Pivot Health each have adopted and approved this Plan of Merger (the "Plan of Merger");

NOW, THEREFORE, Phijudock and Pivot Health hereby agree that Pivot Health shall merge with and into Phijudock as follows:

FIRST: The Merger shall become effective immediately upon the filing of the Plan of Merger with the Tennessee Secretary of State, such time being hereinafter referred to as the "Effective Time."

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THIRD: As of the Effective Time, Pivot Health shall be merged with and into Phijudock on the terms and conditions hereinafter set forth as permitted by and in accordance with the Tennessee Limited Liability Company Act and the Tennessee Business Corporation Act. Thereupon, the separate existence of Pivot Health shall cease, and Phijudock, which shall change its name as described in Article FIFTH to PivotHealth, LLC, as the surviving limited liability company shall continue to exist under and be governed by the Tennessee Limited Liability Act, and shall possess all the property, rights, privileges, powers and franchises of Pivot Health and be subject to all the debts, liabilities, obligations and duties of Pivot Health.

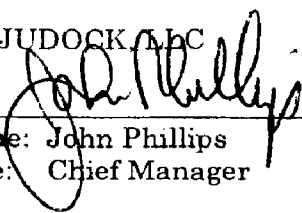
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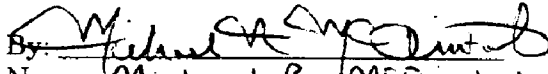
SIXTH: The Operating Agreement, as amended and restated immediately after the Effective Time to change the name of Phijudock to PivotHealth, LLC, of Phijudock shall be the Operating Agreement of the surviving limited liability company.

Date: December 21, 2003

PHIJUDOCK, LLC

By: 
Name: John Phillips
Title: Chief Manager

PIVOT HEALTH, INC.

By: 
Name: Michael R. McIntosh
Title: SR Vice President