

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY 9511-11

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Gentiva CareCentrix, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s):

Execution Date(s) September 25, 2008

- Assignment
- Security Agreement
- Other Certificate of Merger; changing its name
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: CareCentrix, Inc.

Internal

Address:

Street Address: 3 Huntington Quadrangle

City: Melville

State: NY

Country: USA Zip: 11747

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Laura Konrath

Internal Address: Winston & Strawn LLP

Street Address: 35 W. Wacker Dr.

City: Chicago

State: IL Zip: 60601

Phone Number: 312-558-6352

Fax Number: 312-558-5700

Email Address: lkonrath@winston.com

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 140

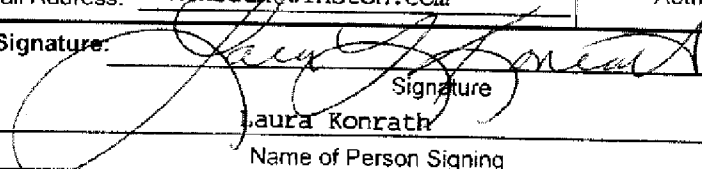
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 232428
Authorized User Name Laura Konrath

9. Signature:


Signature
Name of Person Signing Laura Konrath

10/18/08
Date

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$140.00 232428 2700896

Continuation
Item 4

PROPERTY NUMBERS Total: 5

1
2
3
4
5

Property Type	Number	Word Mark
Registration Number:	2700896	CARECENTRIX
Registration Number:	2636485	CARECENTRIX
Registration Number:	2698280	CARECENTRIX
Registration Number:	2583399	CARECENTRIX
Registration Number:	3373844	CARECENTRIX

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CARECENTRIX, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "OLSTEN NETWORK MANAGEMENT, INC." TO "GENTIVA CARECENTRIX, INC.", FILED THE TWENTIETH DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "GENTIVA CARECENTRIX, INC." TO "CARECENTRIX, INC.", FILED THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2008, AT 3:50 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "CARECENTRIX, INC.".

2946167 8100H

081012811

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6893684

DATE: 10-03-08

TRADEMARK

REEL: 003870 FRAME: 0384

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/18/1998
981363787 - 2946167

CERTIFICATE OF INCORPORATION

OF

OLSTEN NETWORK MANAGEMENT, INC.

FIRST: The name of the corporation (hereinafter called the "Corporation") is:

Olsten Network Management, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is: 15 East North Street, Dover, DE 19901. The name of the registered agent at such address is: XL Corporate Services, Inc.

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 stock which the Corporation shall have authority to issue is 1,000 and the par value of each of such shares is \$10. All such shares are of one class and are shares of Common Stock.

FIFTH: The name and the mailing address of the incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Laurin L. Laderoute, Jr.	175 Broad Hollow Road Melville, New York 11747

SIXTH: The Board of Directors is authorized to make, alter or repeal the By-Laws of the Corporation.

SEVENTH: Any one or more directors may be removed, with or without cause, by the vote or written consent of the holders of a majority of the issued and outstanding shares of stock of the Corporation.

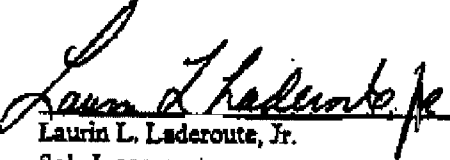
EIGHTH: Meetings of stockholders shall be held at such place, within or without the State of Delaware, as may be designated by or in the manner provided in the By-Laws, or if not so designated, at the registered office of the Corporation in the State of Delaware. Elections of directors need not be by ballot unless and to the extent that the By-Laws so provide.

NINTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this 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 this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this 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 this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this 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 stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this 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 this Corporation, as the case may be, and also on this Corporation.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ELEVENTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

The undersigned, being the incorporator above named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, has signed this instrument on the 18th day of September 1998 and does thereby acknowledge that it is his act and deed and that the facts stated therein are true.


Laurin L. Laderoute, Jr.
Sole Incorporator

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

OLSTEN NETWORK MANAGEMENT, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at meeting of the Board of Directors of OLSTEN NETWORK MANAGEMENT, INC., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered FIRST so that, as amended, said Article shall be and read as follows:

FIRST: The name of the corporation is: Gentiva CareCentrix, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said corporation, has caused this certificate to be signed by Patricia C. Ma, its Secretary on November 20, 2000.

By: 
Patricia C. Ma
Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/20/2000
001582836 - 2946167

TRADEMARK
REEL: 003870 FRAME: 0387

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:50 PM 09/25/2008
FILED 03:50 PM 09/25/2008
SRV 080987982 - 2946167 FILE

CERTIFICATE OF MERGER
OF
CARECENTRIX FINANCECO INC.
WITH AND INTO
GENTIVA CARECENTRIX, INC.

Under Section 251 of the General Corporation Law of the State of Delaware

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), Gentiva CareCentrix, Inc., a Delaware corporation ("CareCentrix"), in connection with the merger of CareCentrix FinanceCo Inc., a Delaware corporation ("FinanceCo"), with and into CareCentrix (the "Merger"), hereby certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations to the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Gentiva CareCentrix, Inc.	Delaware
CareCentrix FinanceCo Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of September 25, 2008, by and between CareCentrix and FinanceCo (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with the applicable requirements of Sections 251 and 228 of the DGCL.

THIRD: CareCentrix shall be the surviving corporation of the Merger (the "Surviving Corporation"). The name of the Surviving Corporation is "Gentiva CareCentrix, Inc."

FOURTH: The certificate of incorporation of CareCentrix at the effective date and time of the Merger shall be the certificate of incorporation of the Surviving Corporation, except that (i) Article NINTH shall be deleted in its entirety and intentionally left blank, and (ii) the following changes shall be made to Article FIRST and Article SECOND, respectively:

FIRST: The name of the corporation (hereinafter called the "Corporation") is CareCentrix, Inc."

SECOND: The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the city of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company."

FIFTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Corporation located at 3 Huntington Quadrangle, Suite 200S, Melville, NY 11747-4627.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: The Merger is to become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, this Certificate of Merger has been executed by its duly authorized officer on this 25th day of September, 2008.

GENTIVA CARECENTRIX, INC.

By: Stephen B. Paige
Name: Stephen B. Paige
Title: Senior Vice President,
General Counsel and
Secretary

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]