

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2008		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
PROMEDEX, INC.		12/23/2008	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	LANDACORP, INC.		
Street Address:	9200 Shelbyville Road		
Internal Address:	7th Floor		
City:	Louisville		
State/Country:	KENTUCKY		
Postal Code:	40222		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	2657486	NETCARE	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(502)581-1087		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	502-589-5400		
Email:	cstewart@fbtlaw.com		
Correspondent Name:	Cynthia L. Stewart		
Address Line 1:	400 West Market Street		
Address Line 2:	32nd Floor		
Address Line 4:	Louisville, KENTUCKY 40202-3363		
ATTORNEY DOCKET NUMBER:	NETCARE ASSIGNMENT		
NAME OF SUBMITTER:	Cynthia L. Stewart		

CH \$40.00 2657486

**900134949**

**TRADEMARK  
 REEL: 003994 FRAME: 0563**

Signature:	/Cynthia L. Stewart/
Date:	05/28/2009
Total Attachments: 6 source=Promedex merger into Landacorp#page1.tif source=Promedex merger into Landacorp#page2.tif source=Promedex merger into Landacorp#page3.tif source=Promedex merger into Landacorp#page4.tif source=Promedex merger into Landacorp#page5.tif source=Promedex merger into Landacorp#page6.tif	

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PROMEDEX, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "LANDACORP, INC." UNDER THE NAME OF  
"LANDACORP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2008, AT 12:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3112035 8100M

081232675



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 7059821

DATE: 01-02-09

TRADEMARK  
REEL: 003994 FRAME: 0565

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
PROMEDEX, INC.  
WITH AND INTO  
LANDACORP, INC.**

Pursuant to § 253 of the Delaware General Corporation Law (the "DGCL"), this Certificate of Ownership and Merger relates to the merger of Promedex, Inc., a Delaware corporation (the "Subsidiary"), with and into Landacorp, Inc., a Delaware corporation (the "Parent"), which shall be the surviving corporation.

(1) The Parent owns all of the outstanding shares of each class of stock of the Subsidiary.

(2) The parties to the merger are the Parent and the Subsidiary, and the merger is to be effective at 11:59 p.m. on December 31, 2008.

(3) Pursuant to § 253 of the DGCL, the Agreement and Plan of Merger (the "Merger Agreement"), attached hereto as Annex A, was duly approved and adopted by the Board of Directors of the Parent on December 23, 2008 by unanimous written consent, and shareholder approval was not required. A copy of the resolutions of the Board of Directors of the Parent approving and adopting the Merger Agreement is as follows:

**WHEREAS**, the Board of Directors of the Corporation has reviewed the Agreement and Plan of Merger (the "Plan of Merger"), attached as Annex A to this written action by which this resolution is adopted, by and between the Corporation and Promedex, Inc., a Delaware corporation ("Promedex"), whereby it is proposed that Promedex be merged with and into the Corporation, with the Corporation being the surviving corporation (the "Merger"); and

**WHEREAS**, the Board of Directors of the Corporation deems it advisable, and in the best interest of the Corporation, to effect the transactions contemplated by the Plan of Merger, including, without limitation, the Merger;

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that the Plan of Merger and the transactions contemplated by the Plan of Merger, including, without limitation, the Merger are hereby approved and adopted;

**RESOLVED FURTHER**, that any executive officer of the Corporation, and each of them, are hereby authorized, for and on behalf of the Corporation, to take all such actions, including, without limitation, seeking all requisite consents and approvals, if any, under, and taking such actions, if any, as are necessary to comply with the requirements of, federal, state and foreign laws or regulations.

and to execute and deliver such instruments and documents as they, or any of them, may deem necessary or desirable to carry out the purposes of the foregoing resolutions and to perform, or cause to be performed, the obligations of the Corporation under the Plan of Merger; and

**RESOLVED FURTHER**, that any acts of any officer and of any person or persons designated and authorized to act by an officer, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as the acts of the Corporation.

IN WITNESS WHEREOF, the Parent and the Subsidiary have caused this certificate to be signed by an authorized officer this 23<sup>rd</sup> day of December, 2008.

**LANDACORP, INC.**

By: David P. Haick  
Name: David P. Haick  
Title: Secretary

**PROMEDEX, INC.**

By: David P. Haick  
Name: David P. Haick  
Title: Secretary

**TRADEMARK**

**REEL: 003994 FRAME: 0567**

Annex A

**AGREEMENT AND PLAN OF MERGER OF  
PROMEDEX, INC.,  
A DELAWARE CORPORATION,  
WITH AND INTO  
LANDACORP, INC.,  
A DELAWARE CORPORATION**

This Agreement and Plan of Merger (this "Agreement") is made as of December 23, 2008, by and between Landacorp, Inc., a Delaware corporation (the "Parent"), and Promedex, Inc., a Delaware corporation (the "Subsidiary").

**RECITALS**

WHEREAS, the Board of Directors of the Parent deems it in the best interest of the companies and their respective stockholders that the Subsidiary merge with and into the Parent, which shall be the surviving corporation of the Merger, pursuant to § 253 of the Delaware General Corporation Law (the "DGCL"),

**AGREEMENT**

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

**SECTION 1**

MERGER

1.1 Merger. In accordance with the provisions of this Agreement and the DGCL, the Subsidiary shall be merged with and into the Parent (the "Merger"), the separate existence of the Subsidiary shall cease and the Parent shall be, and is sometimes referred to below as, the "Surviving Company," and the name of the Surviving Company shall be "Landacorp, Inc."

1.2 Filing and Effectiveness. The Merger shall become effective at 11:59 p.m. on December 31, 2008.

The date and time when the Merger becomes effective is referred to in this Agreement as the "Effective Time."

1.3 Effect of the Merger. Upon the Effective Time, the separate existence of the Subsidiary shall cease and the Parent, as the Surviving Company, (a) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Time, (b) shall succeed, without other transfer, to all of the assets, rights, powers and property of the Subsidiary in the manner more fully set forth in the DGCL, (c) shall continue to be subject to all

**TRADEMARK**

**REEL: 003994 FRAME: 0568**

of the debts, liabilities and obligations of the Parent as constituted immediately prior to the Effective Time, and (d) shall succeed, without other transfer, to all of the debts, liabilities and obligations of the Subsidiary in the same manner as if the Parent had itself incurred them, all as more fully provided under the applicable provisions of the DGCL.

## SECTION 2

### CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Articles of Incorporation and Bylaws. In connection with the Merger, the Certificate of Incorporation and Bylaws of the Parent as in effect immediately prior to the Effective Time shall continue in full force and effect immediately after the Effective Time as the Certificate of Incorporation and Bylaws of the Surviving Company until duly amended in accordance with the provisions thereof and applicable law.

2.2 Directors and Officers. The directors and officers of the Parent immediately prior to the Effective Time shall be the directors and officers of the Surviving Company until their successors shall have been duly elected and qualified or as otherwise provided by law or the Certificate of Incorporation of the Surviving Company.

## SECTION 3

### MANNER OF CONVERSION OF SHARES

3.1 The Subsidiary's Shares. At the Effective Time, and without any action on the part of the holder thereof, each issued and outstanding share of the Subsidiary will be cancelled.

3.2 The Parent's Shares. At the Effective Time, and without any action on the part of the holder thereof, each issued and outstanding share of the Parent will remain unchanged.

## SECTION 4

### GENERAL

4.1 Further Assurances. From time to time, as and when required by the Parent or by its successors or assigns, there shall be executed and delivered on behalf of the Subsidiary such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by the Parent the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Subsidiary and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Parent are fully authorized in the name and on behalf of the Subsidiary or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2. Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Company, 9200 Shelbyville Road, Suite 700, Louisville, Kentucky 40222, and copies thereof will be furnished to any stockholder or shareholder of any party, upon request and without cost.

4.3. Governing Law. This Agreement and all acts and transactions pursuant hereto and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the State of Delaware, without giving effect to principles of conflicts of law.

## SECTION 5

### AMENDMENT; TERMINATION

Prior to the effective time of the filing of an executed Certificate of Ownership and Merger with the Secretary of State of the State of Delaware this Agreement may be terminated at any time by the written consent of the Board of Directors of the Parent.

## SECTION 6

### COUNTERPARTS

This Agreement may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed by an authorized individual.

PROMEDEX, INC.,  
a Delaware corporation

LANDACORP, INC.,  
a Delaware corporation

By: David P. Haick  
Name: David P. Haick  
Title: Secretary

By: David P. Haick  
Name: David P. Haick  
Title: Secretary