

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Subacute Holdings, Inc.		03/20/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Elements Behavioral Health, Inc.		
Street Address:	17787 Center Court North		
City:	Cerritos		
State/Country:	CALIFORNIA		
Postal Code:	90703		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77607251	ELEMENTS OF BEHAVIORAL HEALTH	
Serial Number:	77607257	ELEMENTS OF BEHAVIORAL HEALTH	
CORRESPONDENCE DATA			
Fax Number:	(415)693-2222		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(650) 843-5000		
Email:	youngml@cooley.com		
Correspondent Name:	Todd S. Bontemps		
Address Line 1:	777 6th Street NW		
Address Line 2:	Suite 1100		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20001		
ATTORNEY DOCKET NUMBER:	308446-20000		
NAME OF SUBMITTER:	Michael Young		
Signature:	/Michael Young/		

CH \$65.00 77607251

Date:

09/02/2009

Total Attachments: 2

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SUBACUTE HOLDINGS, INC.", CHANGING ITS NAME FROM "SUBACUTE HOLDINGS, INC." TO "ELEMENTS BEHAVIORAL HEALTH, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MARCH, A.D. 2009, AT 3:59 O'CLOCK P.M.

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

4355129 8100

090288632




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7200805

DATE: 03-20-09

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

TRADEMARK
REEL: 004056 FRAME: 0051

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SUBACUTE HOLDINGS, INC.**

SUBACUTE HOLDINGS, INC. (the "*Corporation*"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "*DGCL*"), does hereby certify:

FIRST: That at a meeting of the Board of Directors of the Corporation resolutions were duly adopted setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation to change the name of the Corporation to "Elements Behavioral Health, Inc.", declaring said amendment to be advisable and directing management of the Corporation to seek stockholder approval of such amendment to the Amended and Restated Certificate of Incorporation by written consent.

SECOND: That thereafter by action by written consent the foregoing amendment to the Amended and Restated Certificate of Incorporation of the Corporation was approved by the holders of the requisite number of shares of Common Stock and Preferred Stock of the Corporation.

THIRD: This Certificate of Amendment of Amended and Restated Certificate of Incorporation was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: Article I of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

"I.

The name of this company is Elements Behavioral Health, Inc. (the "*Company*" or the "*Corporation*")."

IN WITNESS WHEREOF, SUBACUTE HOLDINGS, INC. has caused this Certificate of Amendment of Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer this 20th day of March, 2009.

SUBACUTE HOLDINGS, INC.



David Sack
Chief Executive Officer