

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Humanicare International, Inc.		11/22/2010	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	Whitestone Acquisition Corp.
Street Address:	4265 W. Vernal Pike
City:	Bloomington
State/Country:	INDIANA
Postal Code:	47404
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	1445923	BRIEF-MATES
Registration Number:	2485601	DERMATEAM
Registration Number:	1853449	
Registration Number:	1710876	
Registration Number:	2912466	DIGNITY
Registration Number:	2140842	DIGNITY
Registration Number:	3471625	DIGNITY STACKABLES
Registration Number:	1428088	FREE & ACTIVE
Registration Number:	2456212	JUST FOR YOU
Registration Number:	2997400	SPARTAN
Registration Number:	2104313	THINSERTS

CORRESPONDENCE DATA

900187087

**TRADEMARK
 REEL: 004502 FRAME: 0342**

OP \$290.00 1445923

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Correspondent Name: Karl S. Sawyer, Jr.
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Address Line 2: K & L Gates LLP
Address Line 4: Charlotte, NORTH CAROLINA 28233

ATTORNEY DOCKET NUMBER:	2810002.00500HARTMANNUSA
NAME OF SUBMITTER:	Karl S. Sawyer, Jr.
Signature:	/ Karl S. Sawyer, Jr. /
Date:	03/22/2011

Total Attachments: 6
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NJ-DE Corporate Merger

AGREEMENT AND PLAN OF MERGER

This is an **AGREEMENT AND PLAN OF MERGER**, dated as of November 22, 2010 (this "Plan of Merger"), adopted and entered into by and between the following entities:

Whitestone Acquisition Corp., a corporation organized under the laws of the State of Delaware ("Whitestone" or a "Constituent Corporation" or the "Surviving Corporation"); and

Humanicare International, Inc., a corporation organized under the laws of the State of New Jersey ("Humanicare" or a "Constituent Corporation" or the "Non-Surviving Corporation"); and

pursuant to resolutions of their respective boards of directors and shareholders. Whitestone and Humanicare are sometimes hereinafter collectively referred to as the "Constituent Corporations."

RECITALS

A. Each of the New Jersey Business Corporation Act and the Delaware General Corporation Law permits the merger of Humanicare with and into Whitestone (the "NJ-DE Corporate Merger").

B. Whitestone is the holder of all the issued and outstanding shares of stock of Humanicare and is therefore the sole stockholder of Humanicare.

C. The boards of directors of Humanicare and Whitestone have each deemed it to be in the best interests of the respective Constituent Corporation to effect the NJ-DE Corporate Merger, the NJ-DE Corporate Merger to qualify as a liquidation under Section 332 of the Internal Revenue Code of 1986, as amended.

D. The Constituent Corporations have authorized and approved the NJ-DE Corporate Merger, and each of them has authorized, approved and adopted this Plan of Merger by resolutions of the boards of directors and of the holders of each class and series of the capital stock of the Constituent Corporations entitled to vote thereon.

NOW THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows.

1. Names of Constituent Corporations; Name of Surviving Corporation.

The names of the Constituent Corporations to the NJ-DE Corporate Merger are as follows:

(i) Whitestone Acquisition Corp., a corporation organized under the laws of the state of Delaware; and

(iii) Humanicare International, Inc., a corporation organized under the laws of the state of New Jersey.

The name of the Surviving Corporation into which the Non-Surviving Corporation shall merge is as follows:

Whitestone Acquisition Corp.

2. Merger.

The Constituent Corporations shall, pursuant to the provisions of the New Jersey Business Corporation Act and the Delaware General Corporation Law, be merged as of the NJ-DE Corporate Effective Time provided for in Section 9 herein. The Surviving Corporation shall continue to exist as the Surviving Corporation pursuant to the provisions of the Delaware General Corporation Law and the New Jersey Business Corporation Act. The separate existence of the Non-Surviving Corporation shall cease as of the NJ-DE Corporate Effective Time in accordance with the laws of the State of New Jersey, the jurisdiction of its organization.

3. Articles of Incorporation and Bylaws of Surviving Corporation.

The certificate of incorporation of Whitestone in effect as of the NJ-DE Corporate Effective Time shall be the certificate of incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended in the manner prescribed by the provisions of the Delaware General Corporation Law. The bylaws of Whitestone in effect as of the NJ-DE Corporate Effective Time shall be the bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

4. Management of Surviving Corporation. The directors and officers of Whitestone in office as of the NJ-DE Corporate Effective Time shall be the members of the board of directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the next annual meeting of shareholders and the board of directors of the Surviving Corporation, and until their respective successors are elected and qualified, or until their earlier resignation or removal in accordance with the by-laws of the Surviving Corporation.

5. Authorized Capital. The authorized capital stock of Whitestone in effect as of the NJ-DE Corporate Effective Time shall be the authorized capital stock of the Surviving Corporation, unless and until it shall be changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

6. Conversion of Stock. The manner and basis of converting the authorized, issued and outstanding shares or other interests of each Constituent Corporation into shares, obligations or other securities of the Surviving Corporation, and the manner and basis of converting rights to acquire shares of each Constituent Corporation into rights to acquire shares, obligations and other securities of the Surviving Corporation shall be as follows:

(a) Shares of Whitestone. (i) At the NJ-DE Corporate Effective Time, each issued and outstanding share of common stock, par value \$0.01 per share, and each issued and outstanding share of preferred stock, par value \$0.01 per share, if any, of Whitestone, and all rights in respect thereof, shall continue to constitute and thus become one issued and outstanding share of common stock, par value \$0.01 per share, and one issued and outstanding share of preferred stock, par value \$0.01 per share, of the Surviving Corporation. (ii) At the NJ-DE Corporate Effective Time, each share of common stock, par value \$0.01 per share, and each share of preferred stock, par value \$0.01 per share, of Whitestone which is held in the treasury of Whitestone, if any, shall be canceled and be deemed null and void, and the certificates representing such treasury shares shall be canceled.

(b) Shares of Humanicare. (i) At the NJ-DE Corporate Effective Time, each issued and outstanding share of Class A common stock, without par value, and each issued and outstanding share of Class B common stock, without par value, if any, of Humanicare, and all rights in respect thereof, all of which are held directly by the Surviving Corporation, as sole stockholder, shall be cancelled and be deemed null and void, and the certificates representing such shares shall be cancelled. (ii) At the NJ-DE Corporate Effective Time, each share of Class A and Class B common stock, without par value, of Humanicare which is held in the treasury of Humanicare, if any, shall be canceled and be deemed null and void, and the certificates representing such treasury shares shall be canceled.

7. Effect of Merger. Without limiting the effect of the NJ-DE Corporate Merger as provided by the laws of the states of Delaware and New Jersey, the respective jurisdictions of incorporation of the Constituent Corporations, as of the NJ-DE Corporate Effective Time, all the rights, privileges, immunities, powers, purposes and franchises of each of such Constituent Corporations, whether of a public or a private nature, and all property, real, personal and mixed and all debts due to each of said Constituent Corporations, on whatever account, as well for stock subscriptions, causes of action or other rights and any other assets of any kind or description belonging to either of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and shall be thereafter the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real or personal property, whether by deed or otherwise, vested in each of the Constituent Corporations, shall not revert or be in any way impaired by reason hereof; provided, however, that all rights of creditors and all liens upon any property of each of the Constituent Corporations shall be preserved unimpaired with respect to the property affected by such liens immediately prior to the NJ-DE Corporate Effective Time, and all debts, liabilities, obligations, duties, terms, conditions, restrictions, or disabilities of each Constituent Corporation shall

thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if they had been incurred or contracted by it. If at any time the Surviving Corporation shall consider or be advised that any further assignments or other actions are necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Non-Surviving Corporation, with respect to the NJ-DE Corporate Merger, according to the terms hereof, the proper officers and directors of the Non-Surviving Corporation shall execute and make all such proper assignments and take such other action necessary or proper to vest title in such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger.

8. Effectuation of Merger. Pursuant to resolutions of the sole shareholder and board of directors of the Non-Surviving Corporation duly authorizing the NJ-DE Corporate Merger in compliance with the New Jersey Business Corporation Act, and pursuant to resolutions of the board of directors and the sole shareholder of the Surviving Corporation duly authorizing the NJ-DE Corporate Merger in the manner prescribed by the provisions of the Delaware General Corporation Law, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the states of New Jersey and Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the NJ-DE Corporate Merger. The officers of the Non-Surviving Corporation and the Surviving Corporation, respectively, acting alone or together, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or cause to be recorded any and all instruments, papers, and documents which any of them shall deem to be or become necessary, proper, or convenient to carry out or put into effect the provisions of this Plan of Merger and the NJ-DE Corporate Merger provided for herein.

9. Effective Time of Merger. The NJ-DE Corporate Merger provided for herein shall be effective at 12:02 a.m. on January 1, 2011 (the "NJ-DE Corporate Effective Time"). To the extent permitted by law or custom, the certificate of merger filed with the Delaware and New Jersey Secretaries of State shall provide that the NJ-DE Corporate Merger and such certificate of merger shall become effective as of the NJ-DE Corporate Effective Time.

10. Amendment. This Plan of Merger may be amended by the board of directors of the Constituent Corporations prior to the effective date of a certificate of merger filed with the New Jersey and Delaware Secretaries of State; provided, however, that an amendment made subsequent to the adoption of this Plan of Merger by the sole shareholder of each such Constituent Corporation shall not effect any changes set forth in Section 14A:10-3 of the New Jersey Business Corporation Act or Section 251(d) of the Delaware General Corporation Law without further approval by such shareholders.

11. Abandonment of Merger. The Constituent Corporations may abandon the NJ-DE Corporate Merger and terminate this Plan of Merger, notwithstanding the authorization of the NJ-DE Corporate Merger by the boards of directors and shareholders of the Constituent Corporations, subject to any contractual rights, at any time prior to the earlier of (i) the effective date of a Certificate of Merger filed with the Delaware

Secretary of State, and (ii) the time that a Certificate of Merger is filed with the New Jersey Secretary of State, by action of the boards of directors of each of the Constituent Corporations, as evidenced by appropriate resolutions, and without action by the shareholders of the Constituent Corporations.

12. Withdrawal of the Non-Surviving Corporation from Indiana; Continued Qualification of the Surviving Corporation in New Jersey. The Surviving Corporation and the Non-Surviving Corporation are each qualified to transact business in the state of Indiana as foreign corporations. The Surviving Corporation shall continue to be qualified there, but the Non-Surviving Corporation shall withdraw its qualification as a foreign entity in that state after the NJ-DE Corporate Merger shall have been effected. The Surviving Corporation is qualified to transact business in the state of New Jersey as a foreign corporation, and the Surviving Corporation shall continue to be qualified there pursuant to this Plan of Merger.

13. Location of Principal Office. The location of the principal office of the Surviving Corporation is as follows:


4265 W Vernal Pike
Bloomington, Indiana 47404

14. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original and all of which taken together shall constitute but one and the same Plan of Merger.


[Signatures are set forth on the following page.]

IN WITNESS WHEREOF, the Constituent Corporations have caused this Plan of Merger to be adopted, approved, executed, certified, as of the day and year first above written, to be effective as of the NJ-DE Corporate Effective Time, as provided in Section 9 hereof.

Humanicare International, Inc., a New Jersey corporation

By 
John D. Gilbert
Its President

Whitestone Acquisition Corp., a Delaware corporation

By 
John D. Gilbert
Its President