

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
Guardian Home Care Holding, Inc.		12/13/2006	CORPORATION: TENNESSEE
RECEIVING PARTY DATA			
Name:	Guardian Home Care Holdings, Inc.		
Street Address:	17855 North Dallas Parkway, Suite 200		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75287		
Entity Type:	CORPORATION: TENNESSEE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3779130	SAFELIFE AT HOME	
CORRESPONDENCE DATA			
Fax Number:	4045725135		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	404-572-3458		
Email:	slake@kslaw.com		
Correspondent Name:	Susan Lake, Paralegal		
Address Line 1:	1180 Peachtree Street		
Address Line 2:	King & Spalding		
Address Line 4:	Atlanta, GEORGIA 30309		
ATTORNEY DOCKET NUMBER:	09642-015012		
NAME OF SUBMITTER:	Susan Lake		
Signature:	/Susan Lake/		

CH \$40.00 3779130

Date:

06/21/2012

Total Attachments: 13

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GUARDIAN HOME CARE HOLDINGS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTIETH DAY OF AUGUST, A.D. 2005, AT 8:04 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SIXTEENTH DAY OF MARCH, A.D. 2006, AT 1:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "THH ACQUISITION CORP." TO "GUARDIAN HOME CARE HOLDINGS, INC.", FILED THE SECOND DAY OF JANUARY, A.D. 2007, AT 9 O'CLOCK A.M.

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

4023333 8100H

120634628



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9597419

DATE: 05-24-12

TRADEMARK
REEL: 004806 FRAME: 0161

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:13 PM 08/30/2005
FILED 08:04 PM 08/30/2005
SRV 050715781 - 4023333 FILE

CERTIFICATE OF INCORPORATION
OF
THH ACQUISITION CORP.

FIRST: The name of the Corporation (the "Corporation") is:

THH Acquisition Corp.

SECOND: The address of its registered office in the State of Delaware is 2711 Centerville Road Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

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 the State of Delaware.

FOURTH: The total number of shares of all series and classes of stock which the Corporation shall have authority to issue is 3,000, consisting solely of:

1,200 shares of Class A Voting Common Stock, \$0.001 par value per share (the "Class A Common Stock");

1,200 shares of Class B Non-Voting Common Stock, \$0.001 par value per share (the "Class B Common Stock"); and

600 shares of Preferred Stock, \$0.001 par value per share (the "Preferred Stock").

As used in this Article Fourth:

"Common Stock" means, collectively, the Class A Common Stock and the Class B Common Stock.

"Initial Public Offering" Initial Public Offering shall mean the Corporation's first underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of shares of Common Stock.

The following is a statement of the designations, powers, privileges and rights, and the qualifications, limitations and restrictions, in respect of each class of capital stock of the Corporation.

1. Terms Applicable to Common Stock.

1.1 Dividend and Other Rights of Common Stock.

(a) Ratable Treatment. Except as specifically otherwise provided herein, all shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges. The Corporation shall not subdivide or combine any shares of Common Stock, or pay

-2-

any dividend or retire any share or make any other distribution on any share of Common Stock, or accord any other payment, benefit or preference to any share of Common Stock, except by extending such subdivision, combination, distribution, payment, benefit or preference equally to all shares of Common Stock. If dividends are declared which are payable in shares of Common Stock, such dividends shall be payable in shares of Class A Common Stock to holders of Class A Common Stock and in shares of Class B Common Stock to holders of Class B Common Stock.

(b) Dividends. The holders of Common Stock shall be entitled to dividends out of funds legally available therefor, when declared by the Board of Directors in respect of Common Stock, and, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, to share ratably in the assets of the Corporation available for distribution to the holders of Common Stock.

1.2 Voting Rights of Common Stock.

(a) Class A Common Stock. Except as otherwise provided by law, the holders of Class A Common Stock shall have full voting rights and powers to vote on all matters submitted to stockholders of the Corporation for vote, consent or approval, and each holder of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held of record by such holder.

(b) Class B Common Stock. Except as otherwise provided by law, the holders of Class B Common Stock shall have no right to vote on any matter submitted to stockholders of the Corporation for vote, consent or approval, and the Class B Common Stock shall not be included in determining the number of shares voting or entitled to vote on such matters.

1.3 Conversion.

(a) Conversion of Class A Common Stock. Subject to and upon compliance with the provisions of this Section 1.3, each record holder of Class A Common Stock shall be entitled at any time and from time to time to convert any or all of the shares of Class A Common Stock held by it into the same number of shares of Class B Common Stock.

(b) Automatic Conversion of Class B Common Stock. Upon the closing of an Initial Public Offering, all shares of Class B Common Stock then issued and outstanding shall be converted into the same number of shares of Class A Common Stock. Except as otherwise provided in the preceding sentence, the holders of Class B Common Stock shall not be entitled to convert any shares of Class B Common Stock into shares of Class A Common Stock.

(c) Conversion Procedure.

(i) Each conversion of shares of Class A Common Stock pursuant to Section 1.3(a) hereof will be effected by the surrender to the Corporation of the certificate or certificates representing the shares to be converted, duly endorsed or assigned in blank, with signatures guaranteed if reasonably requested by the Corporation, at the principal office of the Corporation (or such other office or agency of the Corporation as the Corporation may designate in writing to the holder of holders of the Common Stock) at any time during its usual business hours, and by the giving of written notice by the holder of such Class A Common Stock stating that such

holder desires to convert all or a stated number of the shares of Class A Common Stock represented by such certificate or certificates into Class B Common Stock.

(ii) Promptly after such surrender and the receipt of such written notice and statement, the Corporation will issue and deliver in accordance with such instructions the certificate or certificates for the Class B Common Stock issuable upon such conversion. In addition, the Corporation will deliver to the converting holder a certificate representing any portion of the shares of Class A Common Stock which had been represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which were not converted. Such conversion, to the extent permitted by law, will be deemed to have been effected as of the close of business on the date on which such certificate or certificates have been surrendered in accordance herewith and such notice has been received, and at such time the rights of the holder of such Class A Common Stock (or specified portion thereof), will cease, and the person or persons in whose name or names the certificate or certificates for shares of Class B Common Stock are to be issued upon such conversion shall be deemed to have become the holder or holders of record of the shares of Class B Common Stock represented thereby.

(iii) The Corporation will at all times (A) reserve and keep available out of its authorized but unissued shares of Class A Common Stock or its treasury shares of Class A Common Stock, solely for the purpose of issuance upon the automatic conversion of the Class B Common Stock as provided in this Section, such number of shares of Class A Common Stock as are then issuable upon conversion of all then outstanding shares of Class B Common Stock into shares of Class A Common Stock and (B) reserve and keep available out of its authorized but unissued shares of Class B Common Stock or its treasury shares of Class B Common Stock, solely for the purpose of issuance upon conversion of the Class A Common Stock as provided in this Section, such number of shares of Class B Common Stock as are then issuable upon conversion of all then outstanding shares of Class A Common Stock into shares of Class B Common Stock. Notwithstanding the foregoing, if, at any time, there shall be an insufficient number of authorized or treasury shares of Class A Common Stock available for issuance upon automatic conversion of Class B Common Stock, or an insufficient number of authorized or treasury shares of Class B Common Stock available for issuance upon conversion of Class A Common Stock, the Corporation will take all action necessary to propose and recommend to the stockholders of the Corporation that this Certificate of Incorporation be amended to authorize additional shares in an amount sufficient to provide adequate reserves of shares for issuance upon such conversion, including the diligent solicitation of votes and proxies to vote in favor of such an amendment. All shares of Class A Common Stock and Class B Common Stock which are issuable upon conversion hereunder will, when issued, be duly and validly issued, fully paid and nonassessable.

(iv) The issuance of certificates for shares of Class A Common Stock upon automatic conversion of Class B Common Stock, and for shares of Class B Common Stock upon conversion of shares of Class A Common Stock will be made without charge to any original holder of any shares of Common Stock for any issuance tax in respect thereof, or other cost incurred by the Corporation in connection with such conversion and the related issuance of Class A Common Stock or Class B Common Stock, as the case may be, provided that the Corporation will not be required to pay any such taxes or costs which may be payable in respect of any such conversion by any other person or in respect of any transfer involved in the issuance

and delivery of any certificate in a name other than that of the registered holder of the shares converted.

1.4 Provisions of Common Application.

(a) Registration of Transfer. The Corporation will keep at its principal office or at the office of its legal counsel a register for the registration of all classes of Common Stock. Upon the surrender of any certificate representing Common Stock at such place, the Corporation will, at the request of the record holder of such certificate, execute and deliver a new certificate or certificates in exchange therefor representing in the aggregate the number of shares of Common Stock represented by the surrendered certificate. Each such new certificate will be registered in such name and will represent such number of shares of Common Stock as is requested by the holder of the surrendered certificate and will be substantially identical in form to the surrendered certificate. The issuance of new certificates will be made without charge to the holders of the surrendered certificates for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such issuance, unless such issuance is made in connection with a transfer of Common Stock, in which case the transferring holder will pay all taxes arising from such transfer.

(b) Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Common Stock, and in the case of any such loss, theft or destruction upon receipt of indemnity reasonably satisfactory to the Corporation, or, in the case of any such mutilation upon surrender of such certificate, the Corporation will (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares and class of Common Stock represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

(c) Notices. Except as otherwise expressly provided, all notices referred to herein will be in writing and will be deemed properly delivered if either personally delivered or sent by overnight courier or mailed certified or registered mail, return receipt requested, postage prepaid, to the recipient (a) in the case of any Stockholder, at such holder's address as it appears in the stock records of the Corporation (unless otherwise indicated by any such holder) and (b) in the case of the Corporation, at its principal office. Any such notice shall be effective (i) if delivered personally or by telecopier, when received, (ii) if sent by overnight courier, when received for, and (iii) if mailed, five (5) days after being mailed as described above.

2. Terms Applicable to Preferred Stock.

2.1. Series. Preferred Stock may be issued in one or more series as may be determined from time to time by the Board of Directors of the Corporation. All shares of any one series of Preferred Stock will be identical except as to the date of issue and the dates from which dividends on shares of the series issued on different dates will cumulate, if cumulative.

2.2. Rights and Preferences. Authority is hereby expressly granted to the Board of Directors of the Corporation to authorize the issuance of one or more series of Preferred Stock,

and to fix by resolution or resolutions providing for the issue of each such series the powers, including the voting powers (but no greater than one vote per share), designations, preferences, and relative, participating, optional, redemption, conversion, exchange or other special rights and qualifications, limitations or restrictions of such series, and the number of shares in each series, to the full extent now or thereafter permitted by law.

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

<u>NAME</u>	<u>MAILING ADDRESS</u>
Sean Ryan, Esq.	c/o Bingham McCutchen LLP 399 Park Avenue New York, New York 10022

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for defining and regulating the powers of the Corporation and its directors and stockholders and are in furtherance and not in limitation of the powers conferred upon the Corporation by statute:

- (a) The election of directors need not be by written ballot.
- (b) The Board of Directors shall have the power and authority:
 - (1) to adopt, amend or repeal by-laws of the Corporation, subject only to such limitation, if any, as may be from time to time imposed by law or by the by-laws; and
 - (2) to the full extent permitted or not prohibited by law, and without the consent of or other action by the stockholders, to authorize or create mortgages, pledges or other liens or encumbrances upon any or all of the assets, real, personal or mixed, and franchises of the Corporation, including after-acquired property, and to exercise all of the powers of the Corporation in connection therewith; and
 - (3) subject to any provision of the by-laws, to determine whether, to what extent, at what times and places and under what conditions and regulations the accounts, books and papers of the Corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or paper of the Corporation except as conferred by statute or authorized by the by-laws or by the Board of Directors.

SEVENTH: No director of the Corporation shall be personally liable to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that to the extent required from time to time by applicable law, this Article Seventh shall not eliminate or limit the liability of a director, to the extent such liability is provided by applicable

-6-

law, (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand this 30th day of August, 2005.

/s/ Sean Ryan

Sean Ryan

Sole Incorporator

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
THH ACQUISITION CORP.

It is hereby certified that:

1. The first sentence of ARTICLE FOURTH of the Certificate of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following sentences:

“FOURTH: The total number of shares of all series and classes of stock which the Corporation shall have authority to issue is 58,006,000, consisting solely of:

50,000,000 shares of Class A Voting Common Stock, \$0.001 par value per share (the “Class A Common Stock”);

8,000,000 shares of Class B Non-Voting Common Stock, \$0.001 par value per share (the “Class B Common Stock” and, collectively with the Class A Common Stock, the “Common Stock”); and

6,000 shares of Preferred Stock, \$0.001 par value per share (the “Preferred Stock”).

Upon the filing date of this Certificate of Amendment to Certificate of Incorporation (the “Effective Date”), a one-for-forty-thousand forward stock split (the “Split”) of the Common Stock, shall become effective, pursuant to which each share of Common Stock outstanding and held of record by each stockholder of the Corporation (including treasury shares) immediately prior to the Effective Date shall be reclassified and converted into forty-thousand (40,000) shares of fully paid and nonassessable Common Stock, all without changing the par value of the Common Stock, automatically and without any action by the holder thereof upon the Effective Date and shall represent forty-thousand (40,000) shares of Common Stock from and after the Effective Date. Each outstanding stock certificate for Common Stock of the Corporation that was issued at any time prior to the Effective Date shall immediately after the Effective Date represent the number of shares of Common Stock shown on the face multiplied by forty-thousand (40,000). The aggregate amount of capital

represented by the aggregate number of shares of Common Stock outstanding immediately prior to the Effective Date shall be appropriately adjusted to reflect the change in the aggregate number of shares of Common Stock outstanding immediately after the Effective Date without changing the par value per share of the Common Stock. The Split shall not have any effect on the total number of shares of capital stock which the Corporation has authority to issue.”

2. Section 1.3 of Article Fourth of the Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

1.3 Conversion.

(a) Automatic Conversion of Class B Common Stock. Upon the closing of an Initial Public Offering, all shares of Class B Common Stock then issued and outstanding shall be converted into the same number of shares of Class A Common Stock. Except as otherwise provided in the preceding sentence, the holders of Class B Common Stock shall not be entitled to convert any shares of Class B Common Stock into shares of Class A Common Stock.

(b) Conversion Procedure.

(i) The Corporation will at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock or its treasury shares of Class A Common Stock, solely for the purpose of issuance upon the automatic conversion of the Class B Common Stock as provided in this Section, such number of shares of Class A Common Stock as are then issuable upon conversion of all then outstanding shares of Class B Common Stock into shares of Class A Common Stock. Notwithstanding the foregoing, if, at any time, there shall be an insufficient number of authorized or treasury shares of Class A Common Stock available for issuance upon automatic conversion of Class B Common Stock, the Corporation will take all action necessary to propose and recommend to the stockholders of the Corporation that this Certificate of Incorporation be amended to authorize additional shares in an amount sufficient to provide adequate reserves of shares for issuance upon such conversion, including the diligent solicitation of votes and proxies to vote in favor of such an amendment. All shares of Class A Common Stock which are issuable upon conversion hereunder will, when issued, be duly and validly issued, fully paid and nonassessable.

(ii) The issuance of certificates for shares of Class A Common Stock upon automatic conversion of Class B Common Stock will be made without charge to any original holder of any shares of Common Stock for any issuance tax in respect thereof, or other cost incurred by the Corporation in connection with such conversion and the related issuance of Class A Common Stock, provided that the Corporation will not be required to pay any such taxes or costs which may be payable in respect of any such conversion by any other person or in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the registered holder of the shares converted.

3. The amendment of the Certificate of Incorporation of the Corporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on March 16, 2006.

/s/Rajat Duggal
Rajat Duggal
Secretary

THH ACQUISITION CORP.
CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION

THH ACQUISITION CORP., a corporation organized and existing under the General Corporation Law of the State of Delaware, as amended (the "Corporation"), does hereby certify, pursuant to Section 242 of the General Corporation Law of the State of Delaware, that:

1. The name of the Corporation is:

THH Acquisition Corp.

2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and substituting in lieu of said Article the following new Article FIRST:

FIRST: The name of the corporation is Guardian Home Care Holdings, Inc. (the "Corporation").

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on December 13th, 2006



Name: Rajat Duggal
Title: Secretary

[Frequently Asked Questions](#) [Entity Search](#) [Name Reservation Status](#) [Logout](#)

Name Reservation Status

Reservation No.	Entity Name	Entity Type	Cost	Status	Expiration Date (mm/dd/yyyy)
4244310	GUARDIAN HOME CARE HOLDINGS INC.	CORPORATION	75.00	RESERVED	03/01/2007

SRV Number - 061001726

Payment Type - Credit Card

Card Number - ***8849**

Card Type - VI

Credit Card Reference Number - 110106091103464

Amount Charged - \$75.00

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:18 AM 01/03/2007
FILED 09:00 AM 01/02/2007
SRV 070002386 - 4023333 FILE

STATE OF DELAWARE

**WAIVER OF REQUIREMENT
FOR AFFIDAVIT OF EXTRAORDINARY CONDITION**

It appears to the Secretary of State that an earlier effort to deliver this instrument and tender such taxes and fees was made in good faith on the file date stamped hereto. The Secretary of State has determined that an extraordinary condition (as reflected in the records of the Secretary of State) existed at such date and time and that such earlier effort was unsuccessful as a result of the existence of such extraordinary condition, and that such actual delivery and tender were made within a reasonable period (not to exceed two business days) after the cessation of such extraordinary condition. The Secretary of State hereby waives the requirement for an affidavit of extraordinary condition and establishes such date and time as the filing date of such instrument.

Harriet Smith Windsor
Harriet Smith Windsor
Secretary of State