

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Certificate of Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Michigan Rehabilitation Specialists Inc.		04/30/2012	CORPORATION: MICHIGAN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Michigan Rehabilitation Specialists, LLC		
<b>Street Address:</b>	10020 Professional Center Drive		
<b>Internal Address:</b>	Suite 100		
<b>City:</b>	Hamburg		
<b>State/Country:</b>	MICHIGAN		
<b>Postal Code:</b>	48139		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: MICHIGAN		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3695198		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4155911400		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
<b>Phone:</b>	415-591-1000		
<b>Email:</b>	trademarksSF@winston.com		
<b>Correspondent Name:</b>	Becky L. Troutman, Winston & Strawn LLP		
<b>Address Line 1:</b>	101 California Street		
<b>Address Line 2:</b>	Suite 3900		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94111-5894		
<b>ATTORNEY DOCKET NUMBER:</b>	013859.00003		
<b>NAME OF SUBMITTER:</b>	Becky L. Troutman		

CH \$40.00 3695198

Signature:	/Becky L. Troutman/
Date:	07/09/2013
Total Attachments: 6 source=MRS LLC-CertOfConv#page1.tif source=MRS LLC-CertOfConv#page2.tif source=MRS LLC-CertOfConv#page3.tif source=MRS LLC-CertOfConv#page4.tif source=MRS LLC-CertOfConv#page5.tif source=MRS LLC-CertOfConv#page6.tif	

**Michigan Department of Licensing and Regulatory  
Affairs**

**Filing Endorsement**

*This is to Certify that the*

**CERTIFICATE OF CONVERSION & ARTICLES OF ORGANIZATION**

*for*

**MICHIGAN REHABILITATION SPECIALISTS INC.  
ID Number: 08842A**

*TO*

**MICHIGAN REHABILITATION SPECIALISTS, LLC  
ID Number: D7505T**

*received by facsimile transmission on April 30, 2012, is hereby endorsed filed on  
April 30, 2012, by the Administrator.*

*The document is effective on the date filed, unless a  
subsequent effective date within 90 days after  
received date is stated in the document.*



*In testimony whereof, I have hereunto set my hand  
and affixed the Seal of the Department, in the City of  
Lansing, this 30th day of April, 2012.*

A handwritten signature in black ink, appearing to read "A. Hughes".

*, Director  
Bureau of Commercial Services*

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name <b>Donald C. Harms</b>	
Address <b>39395 W. 12 Mile Road, Ste. 200</b>	
City <b>Farmington Hills</b>	State <b>MI</b>
	ZIP Code <b>48331</b>
EFFECTIVE DATE:	

Document will be returned to the name and address you enter above.  
If left blank, document will be returned to the registered office.

### CERTIFICATE OF CONVERSION

For use by a Corporation Converting Into a Business Organization

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations) and Act 23, Public Acts of 1993 (limited liability companies), the undersigned corporation executes the following Certificate of Conversion.*

**1. Before Conversion**

Entity Name: <b>Michigan Rehabilitation Specialists Inc.</b>		Entity ID: <b>088-42A</b>
Indicate (X) Entity Type	<input checked="" type="checkbox"/>	Domestic Profit Corporation
	Street Address, if different than the one provided in Item 3:	
	<input type="checkbox"/>	Foreign Corporation

**2. After Conversion**

Entity Name: <b>Michigan Rehabilitation Specialists, LLC</b>		
Indicate (X) Entity Type	<input type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Foreign Corporation
	<input checked="" type="checkbox"/>	Domestic Limited Liability Company
	<input type="checkbox"/>	Foreign Limited Liability Company

If the converting corporation is a domestic corporation that has not commenced business, has not issued any shares, and has not elected a board of directors, proceed to Item 6.

If the converting corporation has commenced business, proceed to Item 3.

**3. Surviving Business Organization**

Governing Statute: Act 23, Public Acts of 1993.
Street Address: 10020 Professional Center Drive, Suite 100, Hamburg, MI 48139
Principal Place of Business: 10020 Professional Center Drive, Suite 100, Hamburg, MI 48139

**4. Shares**

Designation and number of outstanding shares in each class or series	1000 shares, common stock
Indicate class or series of shares entitled to vote	Common stock
Indicate class or series entitled to vote as a class	Common stock
If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows: N/A	

**5. The terms and conditions of the proposed conversion, including the manner and basis of converting the shares of the converting corporation into the shares of the converted entity.**

5. Immediately upon the Conversion, each share of common stock held by an Owner in the converting entity shall be converted into one unit of Membership Interest in the surviving business organization, such that the ownership of each owner in the surviving business organization, after the Conversion, is equal to the ownership percentage of each owner in the converting entity immediately before the Conversion.
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**6. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in the office.)**

The conversion is effective on the _____ day of _____, _____.
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The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any shareholder of the converting corporation.

The conversion is permitted by the law that will govern the internal affairs of the business organization after conversion and the surviving business organization complies with that law in converting.

7. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the conversion are:

Assumed Name	Expiration Date
None	

8. The converting corporation's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization:

Assumed Name
None

9. Signatures: Complete only Section (a), (b), or (c).

*Complete if the Corporation has not commenced business:*

a) The plan of conversion was approved by unanimous consent of the incorporators of the converting domestic corporation and the corporation has not yet commenced business, has not issued shares, and has not elected a board of directors in accordance with Section 745(1)(d) of the act.

Signed this \_\_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
(Signature of Incorporator)

\_\_\_\_\_  
(Signature of Incorporator)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Signature of Incorporator)

\_\_\_\_\_  
(Signature of Incorporator)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Name)

Complete if the Corporation has commenced business:

b) The plan of conversion was adopted by the Board of Directors and approved by the shareholders of the Domestic Corporation in accordance with Section 745(1)(c) of the Act.

Signed this 30<sup>th</sup> day of APRIL 2012

By   
(Signature of Authorized Officer or Agent)

Rodney P. Goble, President  
(Type or Print Name)

Complete only if the converting corporation is foreign:

c) The plan of conversion was adopted and submitted for approval in the manner required by the law governing the internal affairs of the converting foreign corporation.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

By \_\_\_\_\_  
(Signature of Authorized Officer or Agent)

\_\_\_\_\_  
(Type or Print Name)

<b>MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS BUREAU OF COMMERCIAL SERVICES</b>										
Date Received	(FOR BUREAU USE ONLY)									
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.										
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="3">Name Donald C. Harms</td> </tr> <tr> <td colspan="3">Address 39395 W. 12 Mile Road, Ste. 200</td> </tr> <tr> <td style="width: 33%;">City Farmington Hills</td> <td style="width: 33%;">State MI</td> <td style="width: 33%;">ZIP Code 48331</td> </tr> </table>		Name Donald C. Harms			Address 39395 W. 12 Mile Road, Ste. 200			City Farmington Hills	State MI	ZIP Code 48331
Name Donald C. Harms										
Address 39395 W. 12 Mile Road, Ste. 200										
City Farmington Hills	State MI	ZIP Code 48331								
EFFECTIVE DATE: _____										

Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.

**ARTICLES OF ORGANIZATION**  
**For use by Domestic Limited Liability Companies**  
 (Please read Information and Instructions on reverse side)

D7505T

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned executes the following Articles:

**ARTICLE I**

The name of the limited liability company is: Michigan Rehabilitation Specialists, LLC

**ARTICLE II**

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

**ARTICLE III**

The duration of the limited liability company if other than perpetual is: \_\_\_\_\_

**ARTICLE IV**

1. The name of the resident agent at the registered office is: Rodney P. Goble

2. The street address of the location of the registered office is:  
10020 Professional Center Drive, Suite 100, Hamburg, Michigan 48139  
(Street Address) (City) (Zip Code)

3. The mailing address of the registered office if different than above:  
P.O. Box 215, Hamburg, Michigan 48139  
(P.O. Box or Street Address) (City) (Zip Code)

**ARTICLE V (Insert any desired additional provision authorized by the Act, attach additional pages if needed.)**

Signed this 30<sup>th</sup> day of APRIL, ~~March~~ 2012

By [Signature]  
(Signature(s) of Organizer(s))

Rodney P. Goble  
(Type or Print Name(s) of Organizer(s))