

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/04/1998

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
American Homecare Federation, Inc., d/b/a AHF		12/18/1998	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	American Homecare Federation, Inc.
Street Address:	31 Moody Road
Internal Address:	P.O. Box 985
City:	Enfield
State/Country:	CONNECTICUT
Postal Code:	06083
Entity Type:	CORPORATION: CONNECTICUT

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1722812	AHF
Registration Number:	1720982	

CORRESPONDENCE DATA

Fax Number: 4137343910
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 413.733.3111
 Email: mpfeiffer@dwpm.com
 Correspondent Name: Deborah A. Basile
 Address Line 1: One Monarch Place, 1414 Main Street
 Address Line 2: Suite 1900
 Address Line 4: Springfield, MASSACHUSETTS 01144-1900

OP \$65.00 1722812

ATTORNEY DOCKET NUMBER:	112349-0
NAME OF SUBMITTER:	Monika A. Pfeiffer
Signature:	/Monika A. Pfeiffer/
Date:	11/26/2013

Total Attachments: 11

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STATE OF CONNECTICUT
CERTIFICATE OF MERGER

Statute 33-819

Pursuant to Connecticut State statute 33-819, American Homecare Federation, Inc. a Connecticut corporation with its principal place of business at 31 Moody Road, Enfield, Connecticut, hereby sets forth the following provisions pertaining to a merger by and between American Homecare Federation, Inc., a Connecticut corporation, and American Homecare Federation, Inc. a Massachusetts corporation with its principal place of business at 31 Moody Road, Enfield, Connecticut.

1. Copy of plan merger by and between American Homecare Federation, Inc. a Massachusetts corporation and American Homecare Federation, Inc a Connecticut corporation attached hereto.
2. Copy of joint shareholder and director vote attached hereto.
3. All of the 10,781 outstanding shares of common no par value stock of American Homecare Federation, Inc., a Massachusetts corporation, have been voted and have agreed to the plan of merger of the corporation.
4. All of the 100 outstanding shares of common no par value stock of American Homecare Federation, Inc., a Connecticut corporation, have been voted and have agreed to the plan of merger of the corporation.
5. The effective date of merger is the date of filing with the Massachusetts and Connecticut secretaries of state.

The undersigned, President of American Homecare Federation, Inc., a corporation organized under the laws of Connecticut, further states under the penalties of perjury that the agreement of merger has been duly executed on behalf of such corporation and duly approved in the manner required by Statute 33-819.



DONALD E. COLBURN, President

TRADEMARK

REEL: 005161 FRAME: 0074

AGREEMENT OF MERGER

AGREEMENT OF MERGER (hereinafter referred to as the "Agreement") made this 4th day of December, 1998, between **AMERICAN HOMECARE FEDERATION, INC.**, a Massachusetts corporation (hereinafter referred to as the "Massachusetts Corporation") and **AMERICAN HOMECARE FEDERATION, INC.**, a Connecticut corporation (hereinafter referred to as the "Connecticut Corporation").

WHEREAS, the Massachusetts Corporation was organized under the laws of the Commonwealth of Massachusetts on February 10, 1989;

WHEREAS, the principal place of business of the Massachusetts Corporation is located at 31 Moody Road, Enfield, Connecticut;

WHEREAS, the Massachusetts Corporation is authorized to issue 200,000 shares of common stock, without par value, of which ten thousand seven hundred eighty-one (10,781) shares have been duly issued and are now outstanding;

WHEREAS, the Massachusetts Corporation is engaged in the business of selling health care products including, but not limited to, health care products for chronic need individuals and all ancillary products for use with such products;

WHEREAS, the Connecticut Corporation was organized under the laws of the State of Connecticut on May 22, 1989;

WHEREAS, the principal place of business of the Connecticut Corporation is located at 31 Moody Road, Enfield, Connecticut;

WHEREAS, the Connecticut Corporation is authorized to issue 200,000 shares of common stock, without par value, of which one hundred (100) shares have been duly issued and are now outstanding;

WHEREAS, the Connecticut Corporation is engaged in the business of selling health care products including, but not limited to, health care products for chronic need individuals and all ancillary products for use with such products;

WHEREAS, the Board of Directors of each of the Massachusetts Corporation and the Connecticut Corporation, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the Massachusetts Corporation merge with the Connecticut Corporation under the terms and conditions hereinafter set forth, such merger to be effected pursuant to the statutes of the Commonwealth of Massachusetts and the statutes of the State of Connecticut; and

WHEREAS, the merger contemplated herein is intended to qualify as a tax-free reorganization pursuant to Internal Revenue Code Section 368(a)(1)(F) as a "mere change" in the Massachusetts Corporation's place of organization.

NOW, THEREFORE, in consideration of the promises and the mutual agreements, covenants and provisions herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto that the Massachusetts Corporation shall be merged into the Connecticut Corporation upon the terms and conditions hereinafter set forth.

1. **Merger:** The Massachusetts Corporation shall be and is hereby merged into the Connecticut Corporation.
2. **Effective Date:** This Agreement shall be submitted to the shareholders of each of the Massachusetts Corporation and the Connecticut Corporation in accordance with the laws of the Commonwealth of Massachusetts and the State of Connecticut. This Agreement shall become effective immediately upon compliance with the laws of the Commonwealth of Massachusetts and the State of Connecticut (hereinafter referred to as the "Effective Date").
3. **Surviving Corporation:** The Connecticut Corporation shall be the surviving corporation of the merger contemplated herein and shall continue to be governed by the laws of the State of Connecticut with the name American Homecare Federation, Inc. The separate corporate existence of the Massachusetts Corporation shall cease forthwith upon the Effective Date, except insofar as it may be continued by law in order to carry out the purposes of this Agreement and except as continued in the Connecticut Corporation.
4. **Authorized Common Stock:** The authorized common stock of the Connecticut Corporation following the Effective Date shall be 200,000 shares of common stock, without par value, unless and until changed in accordance with the laws of the State of Connecticut.
5. **Certificate of Incorporation:** The Certificate of Incorporation set forth ✓ as Exhibit "A" attached hereto and incorporated herein by reference, shall be the Certificate of Incorporation of the Connecticut Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Certificate of Incorporation or herein upon any shareholder or director or officer of the Connecticut Corporation or upon any

other person whomsoever is subject to this reserve power. Such Certificate of Incorporation shall constitute the Certificate of Incorporation of the Connecticut Corporation separate and apart from this Agreement and may be separately certified as the Certificate of Incorporation of the Connecticut Corporation.

✓ 6. **By-Laws:** The By-Laws set forth on Exhibit "B" attached hereto and incorporated herein by reference, shall be the By-Laws of the Connecticut Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

7. **Further Assurance of Title:** If at any time the Connecticut Corporation shall consider or be advised that any acknowledgements or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Connecticut Corporation any right, title, or interest of the Massachusetts Corporation held immediately prior to the Effective Date, the Massachusetts Corporation and its proper officers and directors shall and will execute and deliver all such acknowledgements or assurances in law and do all things necessary and proper to acknowledge or confirm such right, title, or interest in the Connecticut Corporation as shall be necessary to carry out the purposes of this Agreement, and the Connecticut Corporation and the proper officers and directors thereof are fully authorized to take any and all such action in the name of the Massachusetts Corporation or otherwise.

8. **Rights and Liabilities of the Connecticut Corporation:** At and after the Effective Date, the Connecticut Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal, and mixed, of the Massachusetts Corporation; all debts due to the Massachusetts Corporation; all claims, demands, property, rights, privileges, powers, and franchises and every other interest of the Massachusetts Corporation shall effectively be the property of the Connecticut Corporation; the title to any real estate vested by deed or otherwise in the Massachusetts Corporation shall be vested in the Connecticut Corporation; all rights of creditors and all liens upon property of the Massachusetts Corporation shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Date; all debts, liabilities and duties of the Massachusetts Corporation shall thenceforth attach to the Connecticut Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

9. **Retirement of Organization Stock:** Forthwith upon the Effective Date, each of the one hundred (100) shares of the common stock of the Connecticut Corporation presently issued and outstanding shall be retired, and no shares of common stock or other securities of the Connecticut Corporation shall be issued in respect thereof.

10. **Conversion of Outstanding Stock:** Forthwith upon the Effective Date, and without any action on the part of any holder thereof, each of the issued and outstanding shares of common stock of the Massachusetts Corporation and all rights in respect thereof shall be converted into and become one full paid and non-assessable share of common stock of the Connecticut Corporation, and each certificate nominally representing shares of common stock of the Massachusetts Corporation shall for all purposes be deemed to evidence the ownership of a like number of shares of common stock of the Connecticut Corporation. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of common stock of the Connecticut Corporation but, as certificates nominally representing shares of common stock of the Massachusetts Corporation are surrendered for transfer, the Connecticut Corporation will cause to be issued certificates representing shares of common stock of the Connecticut Corporation and, at any time upon surrender by any holder of certificates nominally representing shares of common stock of the Massachusetts Corporation, the Connecticut Corporation will cause to be issued therefor certificates for a like number of shares of common stock of the Connecticut Corporation. After the Effective Date, the holders of such certificates which theretofore represented shares of common stock of the Massachusetts Corporation shall cease to have any rights as a shareholder of the Massachusetts Corporation except as are expressly reserved to such stockholder by statute.

11. **Board of Directors and Officers:** The members of the Board of Directors and the officers of the Connecticut Corporation immediately after the Effective Date shall be those persons who were the members of the Board of Directors and the officers of the Massachusetts Corporation immediately prior to the Effective Date, and such persons shall serve in such offices for the terms provided by law or in the By-Laws, or until their respective successors are elected and qualified.

12. **Plan of Reorganization:** This Agreement constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions herein set forth.

13. **Vacancies:** If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of the Connecticut Corporation as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the By-Laws of the Connecticut Corporation.

14. **Termination/Abandonment:** This Agreement may be abandoned (a) by either the Massachusetts Corporation or the Connecticut Corporation, acting by its Board of Directors, at any time prior to its adoption by the shareholders of both the Massachusetts Corporation and the Connecticut Corporation as provided by law, or (b) by the mutual consent of the Massachusetts Corporation and the Connecticut

Corporation, acting each by its Board of Directors, at any time after such adoption by such shareholders and prior to the Effective Date. In the event of termination of this Agreement pursuant to (a) above, notice thereof shall be given by the Board of Directors of the corporation so terminating to the other corporation, and thereupon, or termination pursuant to (b) above, this Agreement shall become wholly void and of no effect and there shall be no further liability or obligation hereunder on the part of either the Massachusetts Corporation or the Connecticut Corporation or of its board of Directors or shareholders.

15. **Expenses:** The Connecticut Corporation shall pay all expenses of carrying this Agreement into effect and of accomplishing this merger.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the shareholders and the Board of Directors, has caused this Agreement to be executed by a majority of its shareholders and directors.

The Connecticut Corporation

AMERICAN HOMECARE FEDERATION, INC.

By: 
DONALD E. COLBURN, President

The Massachusetts Corporation

AMERICAN HOMECARE FEDERATION, INC.

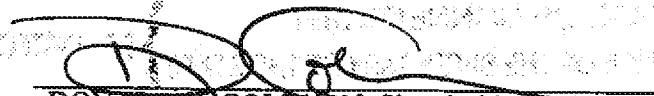
By: 
DONALD E. COLBURN, President

WRITTEN CONSENT OF ALL
STOCKHOLDERS AND DIRECTORS OF
American Homecare Federation, Inc.
TO ACTION

Pursuant to the provisions of the General Statutes of Connecticut, the undersigned, being all of the Stockholders and Directors of American Homecare Federation, Inc., a Connecticut corporation with a principal place of business in Enfield, Connecticut, hereby consent to the following actions and adopt the following votes and directs that this writing be placed with the records of the special joint meetings of the Stockholders and Directors of the Corporation to be treated for all purposes as votes taken at a meeting.

1. This written consent shall be considered a special joint meeting of the Stockholders and Board of Directors of the Corporation held on December 4, 1998.
2. VOTED: To approve the merger between American Homecare Federation, Inc., a Massachusetts corporation, and American Homecare Federation, Inc., a Connecticut corporation, with the surviving corporation being American Homecare Federation, Inc., a Connecticut corporation.
3. VOTED: To accept the By-Laws and Minutes of American Homecare Federation, Inc., a Massachusetts corporation.
4. VOTED: To authorize the President of the Corporation, Donald E. Colburn, to execute any and all documents necessary to effectuate the foregoing.

IN WITNESS WHEREOF, we have hereunto set our hands and executed this written consent on.


DONALD E. COLBURN, Shareholder and
Director


KATHY ANN KEENAN, Shareholder and
Director

JED
Examiner
HG

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ~~CONSOLIDATION~~ / *MERGER (General Laws, Chapter 156B, Section 79)

~~XXXXXXXXXX~~ / *merger of

American Homecare Federation, Inc.

a Massachusetts Corporation and

American Homecare Federation, Inc. *Not Reg.*

a Connecticut Corporation

the constituent corporations, into

American Homecare Federation, Inc.

~~XXXXXXXXXXXXXXXXXXXX~~ / *one of the constituent corporations organized under the laws of: Connecticut

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~resulting~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~consolidation~~ / *merger determined pursuant to the agreement of ~~consolidation~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)
**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

Not applicable

- C
- P
- M
- R.A.

**Delete the inapplicable words.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.*

4
P.C.

2/10/89 C

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue: Not applicable

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

None

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

None

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

None

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

~~4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the *resulting / *surviving corporation.~~

~~(a) The street address (post office boxes are not acceptable) of the *resulting / *surviving corporation in Massachusetts is:~~

**If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:—

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:		
Treasurer:		
Clerk:		
Directors:		

(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:—

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:—

Item 5 below may be deleted if the ~~resulting~~/surviving corporation is organized under the laws of Massachusetts.

5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / *Vice President and *Clerk / *Assistant Clerk of American Homecare Federation, Inc. a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.


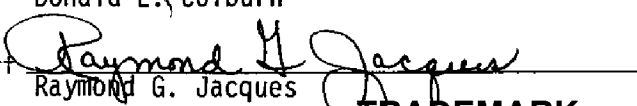
_____ See below Donald E. Colburn, *President / ~~XXXXXXX~~

_____ See below Raymond G. Jacques, *Clerk / ~~XXXXXXXX~~

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Donald E. Colburn and †† Raymond G. Jacques, of American Homecare Federation, Inc., a corporation organized under the laws of Connecticut, further state under the penalties of perjury that the agreement of ~~XXXXXXX~~ / *merger has been duly adopted by such corporation in the manner required by the laws of Connecticut.

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

+ 
Donald E. Colburn
+† 
Raymond G. Jacques

9359

638620

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~*CONSOLIDATION~~ / *MERGER
(General Laws, Chapter 156B, Section 79)

98 DEC -7 PM 2:40

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ 250,00 , having been paid,
said articles are deemed to have been filed with me this 7th
day of December , 19 98.

Effective date December 29, 1998



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Richard Corbert, Esq.
Bacon & Wilson, P.c.

33 State Street

Springfield, MA 01103

Telephone: 413-781-0560