

08-04-2000

FORM PTO 1594

7.12.00



R SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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101422834

In the attached original documents or copy thereof.

To the Honorable Commission

1. Name of conveying party(ies):
LifeCare.com, Inc.

- Individual(s)
- General Partnership
- Corporation-State of Connecticut
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: **LifeCare.com, Inc.**
Internal Address: _____
Street Address: **400 Nyala Farms Road
Westport, Connecticut 06880**

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation – State of Delaware
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] []
Yes No

(Designations must be a separate document from assignment)

Additional names(s) & address(es) attached? [] [X]
Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: **June 6, 2000**

4. Application number(s) or registration number(s):

A. Trademark Application No(s).
SEE ATTACHED PAGE 2

B. Trademark Registration No(s).
SEE ATTACHED PAGE 2

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Barry R. Lipsitz**

Internal Address: _____

Street Address: **755 Main Street
Building No. 8**

City: **Monroe** State: **CT** ZIP: **06468**

6. Total number of applications and registrations involved: **17**

7. Total fee (37 CFR 3.41).....\$ **440.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

The Commissioner is hereby authorized to charge any deficiency in the payment of the required fee(s) or credit any overpayment to Deposit Account No. 50-0625.

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Barry R. Lipsitz

July 10, 2000

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: **5**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK

REEL: 002115 FRAME: 0051

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Ft: 481
Ft: 482

Application number(s) or registration number(s):

Application Nos.

<u>Mark</u>	<u>Application No.</u>
(1) EAP NET	75/548,035
(2) DCC TECHNOLOGIES	75/579,430
(3) BENEWORKS	75/605,244
(4) LIFECARE	75/914,899
(5) LIFECARENET.COM	75/829,225
(6) LIFECARE.COM	75/891,390
(7) MAKING LIFE A LITTLE EASIER	75/917,105
(8) LIFECARE.COM and Design	75/914,956

Registration Nos.

<u>Mark</u>	<u>Registration No.</u>
(1) FOR A LIFETIME OF SMART CHOICES	2,284,497
(2) ABC ACCESS BACKUP CARE and Design	2,318,338
(3) ACCESS BACKUP CARE	2,318,339
(4) MOTHERS AT WORK and Design	2,320,875
(5) SOLUTIONS BEGIN WITH PEOPLE	2,321,055
(6) FLEXWORKS	2,321,365
(7) LIFECARE NET	2,162,965
(8) LIFECARE	2,133,453
(9) DCC	1,931,749

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LIFECARE.COM, INC.", A CONNECTICUT CORPORATION,

WITH AND INTO "LIFECARE.COM, INC." UNDER THE NAME OF

"LIFECARE.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF JUNE, A.D. 2000, AT 4:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0482508

DATE:

06-07-00

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING**

LIFECARE.COM, INC.
(Connecticut Corporation)

INTO

LIFECARE.COM, INC.
(Delaware Corporation)

**(PURSUANT TO SECTION 253 OF THE DELAWARE
GENERAL CORPORATION LAW)**

LifeCare.com, Inc., a corporation organized and existing under the laws of the State of Connecticut (this "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 4th of April, 1984 pursuant to Section 33-821 of the Connecticut Business Corporation Act, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.

SECOND: That this Corporation owns all of the outstanding shares of the common stock, \$0.01 par value, of LifeCare.com, Inc., a corporation incorporated on the 31st day of May, 2000, pursuant to the General Corporation Law of the State of Delaware (the "Delaware Corporation").

THIRD: That the directors of this Corporation, by the following resolutions of its Board of Directors, duly adopted on May 31, 2000 by the unanimous written consent of its members, filed with the minutes of the Board of Directors, determined to merge itself with and into said Delaware Corporation:

RESOLVED, that this Corporation merge, and it hereby does merge, itself into said Delaware Corporation which assumes all of the obligations of this Corporation.

FURTHER RESOLVED, that the merger is to be effective upon the date of filing with the Secretary of State of Delaware.

FURTHER RESOLVED, that the terms and conditions of the merger are as follows: pursuant to an Agreement and Plan of Merger, at the Effective Time (as such term is defined in the Agreement and Plan of Merger), (i) this Corporation will be merged with and into Delaware Corporation, and (ii) each issued share of common stock of this

Corporation, whether or not outstanding, will be exchanged for two thousand (2,000) shares of common stock of Delaware Corporation;

FOURTH: That the proposed merger has been adopted, approved, certified, executed and acknowledged by this Corporation in accordance with the laws of the State of Connecticut under which this Corporation was organized.

FIFTH: That the Certificate of Incorporation of Delaware Corporation which is the surviving corporation, shall be the Certificate of Incorporation of the surviving corporation.

SIXTH: The name of the surviving corporation is LifeCare.com, Inc.

SEVENTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated by the Board of Directors of this Corporation at any time prior to the date of filing the merger with the Secretary of State becomes effective.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by John B. Place, Jr. its President, this 6 day of June, 2000.

LIFECARE.COM, INC.

By: John B. Place, Jr.

Name: John B. Place, Jr.

Title: President