

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Advantage Home Care, Inc.		10/25/2006	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	AHC Investments, LP		
Composed Of:	COMPOSED OF AHC Holdings,Limited Partner; KSS, LLC, General Partner; and KBH, LLC, General Partner		
Street Address:	224 N. Rivercrest Drive		
City:	Fort Worth		
State/Country:	TEXAS		
Postal Code:	76107		
Entity Type:	LIMITED PARTNERSHIP: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2998038	IT'S GOOD TO BE HOME.	
CORRESPONDENCE DATA			
Fax Number:	(817)878-0501		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	817.878.0500		
Email:	tgwynne@whitakerchalk.com		
Correspondent Name:	Richard L. Schwartz		
Address Line 1:	301 Commerce Street		
Address Line 2:	Suite 3500		
Address Line 4:	Fort Worth, TEXAS 76102		
ATTORNEY DOCKET NUMBER:	20978.007		
NAME OF SUBMITTER:	Richard L. Schwartz		
Signature:	/richardschwartz20978.07/		

OP \$40.00 2998038

Date:

11/27/2006

Total Attachments: 5

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**PLAN OF CONVERSION
OF
ADVANTAGE HOME CARE, INC.**

ADVANTAGE HOME CARE, INC., a corporation organized under the laws of the State of Texas, adopts the following Plan of Conversion.

ARTICLE ONE

The name of the converting entity is ADVANTAGE HOME CARE, INC. (the "Converting Entity"). The name of the converted entity is AHC INVESTMENTS, LP (the "Converted Entity").

ARTICLE TWO

The Converting Entity is continuing its existence in the organizational form of the Converted Entity.

ARTICLE THREE

The Converted Entity is to be a limited partnership formed under the Texas Business Organizations Code ("TBOC").

ARTICLE FOUR

Before conversion, the ownership shares of the Converting Entity are held as follows:

<u>Shareholder</u>	<u>Number of Shares</u>
AHC HOLDINGS	998
KSS INVESTMENTS, LLC	1
KBH INVESTMENTS, LLC	<u>1</u>
	<u>1,000</u>

Upon conversion, each shareholder of the Converting Entity will become a partner in the Converted Entity, each shareholder's shares will be converted into partnership interests, and each such partner will hold the same percentage of ownership interests in the Converted Entity as held in the Converting Entity. After conversion, the partnership interests of the Converted Entity will be held as follows with each general partner and each limited partner assuming all rights and obligations associated with its respective partnership interest:

<u>Partner</u>	<u>Percentage of Partnership Interests</u>
AHC HOLDINGS Limited Partner	99.80%

KISS, LLC, General Partner	0.10%
KBH, LLC, General Partner	<u>0.10%</u>
	<u>100.00%</u>

ARTICLE FIVE

The Certificate of Formation of the Converted Entity is attached as Exhibit A to this document.

ARTICLE SIX

This Plan of Conversion is approved by all of the shareholders of ADVANTAGE HOME CARE, INC. as evidenced by their signatures below. The conversion provided for in this Plan is to become effective at 12:01 AM on October 26, 2006.

Dated this 25th day of October, 2006.

SHAREHOLDERS:

AHC HOLDINGS
owner of 998 shares

By: Kayla S. Slater, Partner
Kayla S. Slater, Partner

By: Karen B. Howell, Partner
Karen B. Howell, Partner

KSS, LLC
owner of 1 share

By: Kayla S. Slater, President
Kayla S. Slater, President

KBH, LLC
owner of 1 share

By: Karen B. Howell, President
Karen B. Howell, President

FILED
In the Office of the
Secretary of State of Texas

CERTIFICATE OF FORMATION
OF
AHC INVESTMENTS, LP

OCT 25 2006

Corporations Section

This Certificate of Formation dated to be effective at 12:01A.M. October 26, 2006 as of the has been duly executed and is filed pursuant to section 3.005 of the Texas Business Organization Code (the "Code") to form a limited partnership under the Code.

1. **Name.** The name of the limited partnership is AHC INVESTMENTS, LP.
2. **Registered Office; Registered Agent.** The address of the registered office required to be maintained by section 5.201 of the Code is 224 N. Rivercrest Drive, Fort Worth, Texas 76107. The name and the address of the registered agent for service of process required to be maintained by section 5.201 of the Code is Kayla S. Slater, 224 N. Rivercrest Drive, Fort Worth, Texas 76107.
3. **Principal Office.** The address of the principal office in the United States where records are to be kept or made available under section 3.151 of the Code is 224 N. Rivercrest Drive, Fort Worth, Texas 76107.
4. **General Partners.** The name, the mailing address, and the street address of the general partners is:

KSS INVESTMENTS, LLC 224 N. Rivercrest Drive Fort Worth, Texas 76107	KBH INVESTMENTS, LLC 127 Dixon Woods Court Aledo, Texas 76008
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5. **Plan of Conversion.** AHC INVESTMENTS, LP is being formed pursuant to a plan of conversion under Section 10.103 of the Code.
6. **Prior Form of Organization.** AHC INVESTMENTS, LP was formed via a conversion from ADVANTAGE HOME CARE, INC., a Texas corporation, incorporated on June 17, 2002. The address of ADVANTAGE HOME CARE, INC. was 6421 Camp Bowie Blvd., Ste. 100, Fort Worth, Texas 76116.

EXECUTED to be effective as of the date and time written first above.

KSS INVESTMENTS LLC, General Partner

KBH INVESTMENTS, LLC, General Partner

By: Kayla S. Slater, President
Kayla S. Slater, President

By: Karen B. Howell, President
Karen B. Howell, President

EXHIBIT A

TRADEMARK
REEL: 003434 FRAME: 0056

FILED
In the Office of the
Secretary of State of Texas
OCT 25 2006
Corporations Section

**CERTIFICATE OF CONVERSION
OF
ADVANTAGE HOME CARE, INC.**

ADVANTAGE HOME CARE, INC., a corporation organized under the laws of the State of Texas, adopts the following Certificate of Conversion effective October 26, 2006, at 12:01 AM.

ARTICLE ONE

The name of the converting entity is ADVANTAGE HOME CARE, INC. The converting entity is a corporation. The state of organization of the converting entity is Texas.

ARTICLE TWO

A plan of conversion has been approved by the shareholders of ADVANTAGE HOME CARE, INC. The converting entity has 1,000 shares outstanding, none of those shares may vote as a class, and all 1,000 shares voted for such plan of conversion.

An executed plan of conversion is on file at the principal place of business of ADVANTAGE HOME CARE, INC., the address of which is 6421 Camp Bowie Blvd., Ste. 100, Fort Worth, Texas 76116. An executed plan of conversion will be on file, from and after the conversion, at the principal place of business of the converted entity, AHC INVESTMENTS, LP, the address of which is 224 N. Rivercrest Drive, Fort Worth, Texas 76107.

ARTICLE FOUR

A copy of the plan of conversion will be furnished by the converting entity (prior to the conversion) or the converted entity (after the conversion), on written request and without cost, to any shareholder or partner of the converting entity or the converted entity.

ARTICLE FIVE

The approval of the plan of conversion was duly authorized by all action required by the laws under which the converting entity was organized and by its constituent documents.

ARTICLE SIX

The converted entity, AHC INVESTMENTS, LP, will be liable for the payment of all fees and franchise taxes that have been or will be assessed against the converting entity and/or the converted entity.

ARTICLE SEVEN

The conversion provided for in this Certificate is to become effective at 12:01 AM on October 26, 2006.

ADVANTAGE HOME CARE, INC.

By: Kayla S. Slater, President
Kayla S. Slater, President