

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/14/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Entity Type		
	Freedom Eldercare, Inc.		06/14/2011
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Freedom Home Healthcare, Inc.		
Street Address:	One University Plaza, Suite 200		
City:	Hackensack		
State/Country:	NEW JERSEY		
Postal Code:	07601		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3246156	FREEDOM ELDERCARE
CORRESPONDENCE DATA			
Fax Number:	2123553333		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	2124597136		
Email:	tbennett@goodwinprocter.com		
Correspondent Name:	Tracey D. Bennett		
Address Line 1:	c/o Goodwin Procter LLP		
Address Line 2:	620 Eighth Avenue		
Address Line 4:	New York, NEW YORK 10018		
ATTORNEY DOCKET NUMBER:	126633.212384		
NAME OF SUBMITTER:	Tracey D Bennett		

Signature:	/s/Tracey D Bennett
Date:	12/06/2012
Total Attachments: 9 source=Merger Certificate Freedom Eldercare, Inc#page1.tif source=Merger Certificate Freedom Eldercare, Inc#page2.tif source=Merger Certificate Freedom Eldercare, Inc#page3.tif source=Merger Certificate Freedom Eldercare, Inc#page4.tif source=Merger Certificate Freedom Eldercare, Inc#page5.tif source=Merger Certificate Freedom Eldercare, Inc#page6.tif source=Merger Certificate Freedom Eldercare, Inc#page7.tif source=Merger Certificate Freedom Eldercare, Inc#page8.tif source=Merger Certificate Freedom Eldercare, Inc#page9.tif	

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 "FREEDOM HOME HEALTHCARE, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTEENTH DAY OF AUGUST, A.D. 2008, AT 5:26 O'CLOCK P.M.

CERTIFICATE OF RENEWAL, FILED THE TENTH DAY OF JUNE, A.D. 2011, AT 5:19 O'CLOCK P.M.


CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "FREEDOM ELDERCARE, INC." TO "FREEDOM HOME HEALTHCARE, INC.", FILED THE FOURTEENTH DAY OF JUNE, A.D. 2011, AT 10:34 O'CLOCK A.M.

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

4588574 8100H

120336778




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9447068

DATE: 03-21-12

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

TRADEMARK
REEL: 004913 FRAME: 0735

CERTIFICATE OF INCORPORATION
OF
FREEDOM ELDERCARE, INC.

FIRST: The name of this corporation shall be:

Freedom Eldercare, Inc.

SECOND: Its registered office in the State of Delaware is to be located at:

1209 Orange Street, in the City of Wilmington, County of New Castle, 19801, and its registered agent at such address is: THE CORPORATION TRUST COMPANY.

THIRD: The purpose or purposes of the corporation shall be:

To carry on any and all business and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which this corporation is authorized to issue is 1000 shares of \$.001 par value common stock.

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

NAME

MAILING ADDRESS

Suzanne Breselor Lowell

Goodwin Procter LLP
53 State Street
Boston, MA 02109

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the corporation.

SEVENTH: Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

EIGHTH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (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 the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the

fullest extent permitted by the General Corporation Law of the State of Delaware. No amendment, modification or repeal of this Section shall adversely affect the rights and protection afforded to a director of the corporation under this Section for acts or omissions occurring prior to such amendment, modification or repeal.

NINTH: The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Section.

TENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed, and acknowledged this certificate of incorporation this 15th day of August, 2008.

/s/ Suzanne Breselor Lowell
Suzanne Breselor Lowell
Sole Incorporator

**STATE OF DELAWARE
CERTIFICATE FOR RENEWAL
AND REVIVAL OF CHARTER**

The corporation organized under the laws of the State of Delaware, the charter of which was voided for non-payment of taxes and/or for failure to file a complete annual report, now desires to procure a restoration, renewal and revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is Freedom Eldercare, Inc.
2. The Registered Office of the corporation in the State of Delaware is located at 1209 Orange Street (street), in the City of Wilmington, County of New Castle Zip Code 19801. The name of the Registered Agent at such address upon whom process against this Corporation may be served is THE CORPORATION TRUST COMPANY.
3. The date of filing of the Corporation's original Certificate of Incorporation in Delaware was August 15, 2008.
4. The renewal and revival of the charter of this corporation is to be perpetual.
5. The corporation was duly organized and carried on the business authorized by its charter until the 1st day of March A.D. 2010, at which time its charter became inoperative and void for non-payment of taxes and/or failure to file a complete annual report and the certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

By: /s/ John C. Garbarino
Authorized Officer

Name: John C. Garbarino, President and CEO
Print or Type

**CERTIFICATE OF MERGER
OF
HEART & HOME SENIOR CARE, INC.
INTO
FREEDOM ELDERCARE, INC.**

Pursuant to Section 251 of the
General Corporation Law
of the State of Delaware

Freedom Eldercare, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The names and states of incorporation of the constituent corporations are: (a) Freedom Eldercare, Inc. (the "**Company**"), a corporation organized and existing under the laws of the State of Delaware, and (b) Heart & Home Senior Care, Inc. (the "**Sub**"), a corporation organized and existing under the laws of the State of Delaware (collectively, the "**Constituent Corporations**").

2. The Agreement and Plan of Merger, dated as of June 14, 2011, setting forth the terms and conditions of the merger of the Sub into the Company (the "**Merger**") was approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

3. Upon consummation of the Merger, the surviving corporation will be the Company (the "**Surviving Corporation**").

4. Upon the effectiveness of the Merger, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety as set forth in **Exhibit A** attached hereto, and pursuant to such amendment and restatement the name of the Surviving Corporation shall be changed to Freedom Home Healthcare, Inc.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, located at 161 Main Street, Hackensack, New Jersey 07601.

6. A copy of the Agreement and Plan of Merger will be furnished by the Company upon request and without cost to any stockholder of either of the Constituent Corporations.

7. The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed as of the 14th day of June, 2011.

FREEDOM ELDERCARE, INC.

By: /s/ John C. Garbarino
Name: John C. Garbarino
Title: President and Chief Executive Officer

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
FREEDOM HOME HEALTHCARE, INC.**

FIRST: The name of this corporation shall be:

Freedom Home Healthcare, Inc.

SECOND: Its registered office in the State of Delaware is to be located at:

1209 Orange Street, in the City of Wilmington, County of New Castle,
19801, and its registered agent at such address is: THE CORPORATION TRUST COMPANY.

THIRD: The purpose or purposes of the corporation shall be:

To carry on any and all business and to engage in any lawful act or
activity for which corporations may be organized under the General Corporation Law of
Delaware.

FOURTH: The total number of shares of stock which this corporation is authorized to
issue is 1000 shares of \$0.001 par value common stock.

FIFTH: In furtherance and not in limitation of the powers conferred by the laws of
the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal
the by-laws of the corporation.

SIXTH: Elections of directors need not be by written ballot unless the by-laws of
the corporation shall so provide.

SEVENTH: A director of the corporation shall not be personally liable to the
corporation or its stockholders for monetary damages for breach of fiduciary duty as a director,
except for liability (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 the Delaware General Corporation Law,
or (iv) for any transaction from which the director derived any improper personal benefit. If the
Delaware General Corporation Law is amended after the effective date of this Certificate of
Incorporation to authorize corporate action further eliminating or limiting the personal liability of
directors, then the liability of a director of the corporation shall be eliminated or limited to the
fullest extent permitted by the General Corporation Law of the State of Delaware. No
amendment, modification or repeal of this Section shall adversely affect the rights and protection
afforded to a director of the corporation under this Section for acts or omissions occurring prior
to such amendment, modification or repeal.

EIGHTH: The corporation reserves the right at any time, and from time to time, to
amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and to
add or insert other provisions authorized by the laws of the State of Delaware at the time in

force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Section.

NINTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.