

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Freedom Home Healthcare, Inc.		10/02/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Epic Health Services, Inc.		
Street Address:	1349 Empire Central Drive, Suite 1050		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75247		
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 10018-1405		
ATTORNEY DOCKET NUMBER:	126633.212384		
NAME OF SUBMITTER:	Tracey D Bennett		
Signature:	/s/Tracey D Bennett		

Date:

12/09/2012

Total Attachments: 4

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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 FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "EPIC HEALTH SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "FREEDOM HOME HEALTHCARE, INC." TO "EPIC HEALTH SERVICES, INC.", FILED THE SECOND DAY OF OCTOBER, A.D. 2012, AT 1:39 O'CLOCK P.M.

4588574 8100X

121244962



AUTHENTICATION: 9998488

DATE: 11-19-12

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

TRADEMARK
REEL: 004915 FRAME: 0492

SECOND AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

FREEDOM HOME HEALTHCARE, INC.

Freedom Home Healthcare, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware under the name "Freedom Eldercare, Inc." on August 15, 2008.

SECOND: The Certificate of Incorporation of the Corporation was amended and restated through the filing of a Certificate of Merger with the Secretary of State of the State of Delaware on June 14, 2011, pursuant to which Heart & Home Senior Care, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, was merged with and into the Corporation with the Corporation surviving the merger and changing its name to Freedom Home Healthcare, Inc.

THIRD: The Second Amended and Restated Certificate of Incorporation of the Corporation in the form attached hereto as Exhibit A has been duly adopted in accordance with the provisions of Sections 141, 242 and 245 of the General Corporation Law of the State of Delaware by the directors and stockholders of the Corporation.

FOURTH: The Second Amended and Restated Certificate of Incorporation so adopted reads in full as set forth in Exhibit A attached hereto and is hereby incorporated herein by this reference.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by the President and the Chief Executive Officer this 2nd day of October, 2012.

FREEDOM HOME HEALTHCARE, INC.

By: /s/ John C. Garbarino

Name: John C. Garbarino

Title: President and Chief Executive Officer

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

EPIC HEALTH SERVICES, INC.

FIRST: The name of this corporation shall be Epic Health Services, Inc. (the "Corporation").

SECOND: The Corporation's 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 the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 1,000 shares of Common Stock, par value \$0.001 per share.

FIFTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors of the Corporation 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 such 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 General Corporation Law of the State of Delaware, or (iv) for any transaction from which such director derived any improper personal benefit. If the General Corporation Law of the State of Delaware 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 Article SEVENTH shall adversely affect the rights and protection afforded to a director of the Corporation under this Article SEVENTH 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 Article EIGHTH.

NINTH: In the event that a director of the Corporation acquires knowledge of a potential transaction or matter which may be a corporate opportunity for the Corporation, such director shall to the fullest extent permitted by law have fully satisfied and fulfilled his or her fiduciary duty with respect to such corporate opportunity, and the Corporation to the fullest extent permitted by law waives any claim that such business opportunity constituted a corporate opportunity that should have been presented to the Corporation or any of its affiliates, if such director acts in a manner consistent with the following policy: a corporate opportunity offered to any person who is a director of the Corporation shall belong to such director in their individual capacity, unless such opportunity was offered to such person solely in his or her capacity as director of the Corporation.

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.