

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM319671

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	02/26/1993		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Emcare, Inc.		02/25/1993	CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Emcare, Inc.		
<b>Street Address:</b>	6200 South Syracuse Way, Suite 200		
<b>City:</b>	Greenwood Village		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80111		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1317259	EMCARE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7196331518		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	7194733800		
<b>Email:</b>	jill.chalmers@bryancave.com, judi.cope@bryancave.com		
<b>Correspondent Name:</b>	Jill J. Chalmers		
<b>Address Line 1:</b>	90 S. Cascade Ave., Suite 1300		
<b>Address Line 2:</b>	Bryan Cave LLP		
<b>Address Line 4:</b>	Colorado Springs, COLORADO 80903		
<b>ATTORNEY DOCKET NUMBER:</b>	C351172.0355926		
<b>NAME OF SUBMITTER:</b>	Jill J. Chalmers		
<b>SIGNATURE:</b>	/jill j. chalmers/		
<b>DATE SIGNED:</b>	10/09/2014		
<b>Total Attachments: 9</b>			
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State of Delaware  
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "EMCARE, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, MERGING WITH AND INTO "EMCARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "EMCARE, INC." AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1993, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1993 FOR RECORDING.

\* \* \* \* \*



*William T. Quillen*

William T. Quillen, Secretary of State

AUTHENTICATION:

DATE: \*3800758

DATE:

**TRADEMARK**

REEL: 005378 FRAME: 0720

ARTICLES OF MERGER

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, as amended (the "TBCA"), and Section 252 of the General Corporation Law of the state of Delaware, as amended ("GCL"), EmCare, Inc., a Delaware corporation ("EmCare Delaware" or "Surviving Corporation"), and EmCare, Inc., a Texas corporation ("EmCare Texas") adopt the following Articles of Merger for the purpose of merging EmCare Texas into the Surviving Corporation.

1. The Agreement of Merger (the "Agreement"), dated as of February 25, 1993, by and among EmCare Texas and EmCare Delaware, attached hereto as Exhibit A and incorporated herein by reference, contains the terms and conditions of the merger of EmCare Texas and EmCare Delaware. The Agreement was adopted, approved, certified, executed and acknowledged by the sole shareholder of EmCare Texas in the manner prescribed by the TBCA. The Agreement was adopted, approved, certified, executed and acknowledged by the sole shareholder of EmCare Delaware in the manner prescribed by the GCL.

2. As to each of the undersigned corporations, the total number of shares outstanding and entitled to vote on the Agreement, and the designation of and number of outstanding shares of each class entitled to vote as a class on the Agreement, are as follows:

NAME OF CORPORATION	TOTAL NUMBER OF SHARES OF COMMON STOCK OUTSTANDING	DESIGNATION OF CLASS	ENTITLED TO VOTE
			ONLY AS A CLASS
			NUMBER OF SHARES
EmCare Texas	125,000	Common	125,000
EmCare Delaware	1,000	Common	1,000

3. As to each of the undersigned corporations, the total number of shares voted for and against the Agreement, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against the Agreement, respectively, are as follows:

ENTITLED TO VOTE  
ONLY AS A CLASS

<u>NAME OF CORPORATION</u>	<u>TOTAL VOTED FOR</u>	<u>TOTAL VOTED AGAINST</u>	<u>CLASS</u>	<u>VOTED FOR</u>	<u>VOTED AGAINST</u>
EmCare Texas	125,000	0	Common	125,000	0
EmCare Delaware	1,000	0	Common	1,000	0

4. The Articles of Incorporation of the Surviving Corporation shall be set forth in their entirety below:

CERTIFICATE OF INCORPORATION

OF

EMCARE, INC.

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Pursuant to the provisions of Section 102  
of the General Corporation Law of  
the State of Delaware

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I, the undersigned, for the purpose of creating and organizing a corporation under the provisions of and subject to the requirements of the General Corporation Law of the State of Delaware, do HEREBY CERTIFY as follows:

FIRST: That the name of the corporation (the "Corporation") is:

EmCare, Inc.

SECOND: That the address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, in the city of Wilmington, County of New Castle 19805. The name of the Corporation's registered agent at such address is Corporation Service Company.

THIRD: That the purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

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FOURTH: That the aggregate number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, par value \$0.01.

FIFTH: That the name and mailing address of the sole incorporator of the Corporation are as follows:

J. Forbes Anderson  
1717 Main Street, Suite 5200  
Dallas, Texas 75201

SIXTH: That 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 and empowered to make, alter or repeal the Bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any Bylaw made by the Board of Directors. Election of Directors need not be by written ballot.

SEVENTH: That 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 in the manner now or hereafter prescribed by law, and 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 right reserved in this Article.

EIGHTH: No person shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that the foregoing shall not eliminate or limit the liability of a director (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 General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended 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, as so amended. Any repeal or modification of the provisions of this Article Eighth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their respective Presidents and attested to by their respective Secretaries on February 25, 1993.

ATTEST:

EMCARE, INC. (TEXAS)

By: J. Forbes Anderson  
Name: J. Forbes Anderson  
Title: Secretary

By: William F. Miller  
Name: William F. Miller  
Title: President

ATTEST:

EMCARE, INC. (DELAWARE)

By: J. Forbes Anderson  
Name: J. Forbes Anderson  
Title: Secretary

By: William F. Miller  
Name: William F. Miller  
Title: President

## AGREEMENT OF MERGER

Agreement of Merger (this "Agreement"), dated as of February 25, 1993, between EmCare, Inc., a Texas corporation ("EmCare Texas") and EmCare, Inc., a Delaware corporation ("EmCare Delaware", together with EmCare Texas, the "Merging Companies").

WHEREAS, EmCare Texas is a corporation organized and existing under the laws of the State of Texas and having an authorized capitalization of 500,000 shares of common stock, \$0.01 par value; and

WHEREAS, EmCare Delaware is a corporation organized and existing under the laws of the State of Delaware and having an authorized capitalization of 1,000 shares of common stock, \$0.01 par value;

In consideration of the mutual promises and covenants, and subject to the conditions set forth herein, the Merging Companies agree as follows:

1. Merger. The Merging Companies shall be merged into a single corporation by EmCare Texas merging with and into EmCare Delaware, which shall survive the merger (the "Surviving Corporation"), pursuant to the provisions of the Texas Business Corporation Act and the Delaware General Corporation Act. Upon this merger the separate corporate existence of EmCare Texas shall cease and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of EmCare Texas and EmCare Delaware, and the Surviving Corporation shall become subject to all the debts and liabilities of the Merging Companies in the same manner as if it had itself incurred them.

2. Effective Date. This Agreement shall become effective immediately upon compliance with the laws of the States of Texas and Delaware (the "Effective Date").

3. Surviving Corporation. The name of the Surviving Corporation shall be EmCare, Inc. The purposes and county where the registered office for the Surviving Corporation shall be located shall be as they appear in the articles of incorporation of the Surviving Corporation.

4. Authorized Capital. The authorized capital stock of the Surviving Corporation following the Effective Date shall be 1,000 shares of common stock, par value \$0.01, unless and until the same shall be changed in accordance with the laws of the State of Delaware.



5. Articles of Incorporation of Surviving Corporation. The articles of incorporation of EmCare Delaware, as in effect on the Effective Date, shall be the articles of incorporation of the Surviving Corporation, until the same shall be altered or amended pursuant to the Delaware General Corporation Law.

6. Bylaws. The bylaws of EmCare Delaware, as in effect on the Effective Date, shall be the bylaws of the Surviving Corporation, until the same shall be altered, amended, or repealed, or until new bylaws are adopted as provided therein.

7. Board of Directors. The names and addresses of the persons who shall constitute the board of directors of the Surviving Corporation, and who shall hold office until the first annual meeting of the shareholders of the Surviving Corporation are as follows:

Leonard M. Riggs, Jr., M.D.      1717 Main Street  
Suite 5200  
Dallas, Texas 75201

8. Conversion of Stock of Merging Companies. Shares of stock of the Merging Companies shall be converted into shares of the Surviving Corporation as follows, for a total capitalization of the Surviving Corporation of 1,000 shares, par value \$0.01:

- (a) Shares of EmCare Texas. Upon receipt by the sole shareholder, and in consideration of, the sum of \$10.00, each share of common stock of EmCare Texas that is issued and outstanding on the Effective Date of merger shall be cancelled, and such sole shareholder shall not receive shares of common stock of the Surviving Corporation.
- (b) Shares of EmCare Delaware. Each share of common stock of EmCare Delaware that is issued and outstanding on the Effective Date of the merger shall be converted as a whole to 1,000 shares of common stock, par value \$0.01, of the Surviving Corporation.
- (c) Shareholders in the Surviving Corporation shall be entitled to receive any and all dividends on stock of the Surviving Corporation that may be declared and paid between the Effective Date of the merger and issuance to such

shareholder of a certificate of common stock in the Surviving Corporation.

9. Retirement of Stock. On and after the Effective Date of the merger, all of the shareholders in McCare Texas shall surrender for cancellation their certificates of stock in that corporation to the Surviving Corporation by delivering the same to its appointed agent, at 1717 Main Street, Suite 5200, Dallas, Texas 75301.

10. Approval of Shareholders. This Agreement shall be submitted to the shareholders of the Merging Companies for their approval in the manner provided by the applicable laws of the States of Texas and Delaware at such time as the boards of directors of the Merging Companies shall agree.

11. Abandonment by Board of Directors. The directors of the Merging Companies may, in their discretion, abandon this merger, subject to the rights of third parties under and contracts relating to this merger without further action or approval by the shareholders of the Merging Companies, at any time before the merger has been completed.

12. Counterparts. This Agreement may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute one original instrument.

13. Tax-Free Merger. This Agreement is considered to be a tax-free merger pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed by the undersigned on the date first written above.

EMCARE, INC. (TEXAS)

By:   
Name: William F. Miller, III  
Title: President

EMCARE, INC. (DELAWARE)

By:   
Name: William F. Miller, III  
Title: President

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