

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
National Healthcare Resources, Inc.		07/14/1995	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	National Healthcare Resources, Inc.
Street Address:	5080 Spectrum Drive
Internal Address:	Suite 400 W
City:	Addison
State/Country:	TEXAS
Postal Code:	75001
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2057699	NHR
Registration Number:	2167052	NHR NATIONAL HEALTHCARE RESOURCES, INC.

CORRESPONDENCE DATA	
Fax Number:	(713)615-5803
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	7137581105
Email:	iptldocket@velaw.com
Correspondent Name:	W. Scott Brown
Address Line 1:	1001 Fannin Street
Address Line 2:	2300 First City Tower
Address Line 4:	Houston, TEXAS 77002-6760

ATTORNEY DOCKET NUMBER:	OCC700
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NAME OF SUBMITTER:	W. Scott Brown
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Total Attachments: 3

CH \$65.00 2057699

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/17/1995
950159402 - 2521823

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**NATIONAL HEALTHCARE RESOURCES, INC.,
a New York corporation**

INTO

**NATIONAL HEALTHCARE RESOURCES, INC.,
a Delaware corporation**

Pursuant to Section 253 of the
Delaware General Corporation Law

The undersigned being, respectively, the President and Secretary of National Healthcare Resources, Inc., a Delaware corporation, hereby certify and set forth as follows:

FIRST: The name of the surviving corporation is National Healthcare Resources, Inc., a Delaware corporation. The name of the non-surviving corporation is National Healthcare Resources, Inc., a New York corporation.

SECOND: National Healthcare Resources, Inc., a New York corporation, owns 100% of the outstanding shares of common stock of National Healthcare Resources, Inc., a Delaware corporation.

THIRD: The proposed merger has been adopted, approved, certified, executed and acknowledged by the parent corporation in accordance with the laws under which it was organized.

FOURTH: The Board of Directors of National Healthcare Resources, Inc., a Delaware corporation (the "Corporation"), adopted the following resolutions upon unanimous written consent on the 14th day of July 1995:

RESOLVED, that the Board of Directors of the Corporation hereby approves and adopts the Agreement of Merger between the Corporation and National Healthcare Resources, Inc., a New York corporation ("National Healthcare-NY"), in the form previously provided to and reviewed by the Board of Directors, and authorizes the

Officers of the Corporation, in the name and on behalf of the Corporation, to execute and deliver such Agreement of Merger and to have a certificate of merger filed with the Secretary of State of Delaware and the Secretary of State of New York in order to effectuate the Merger; and it is further

RESOLVED, that the Board of Directors of the Corporation hereby approves an amendment to Article FOURTH of the Certificate of Incorporation of the Corporation, to be effected by the Merger, in which the number of shares of stock the Corporation shall have the authority to issue shall be increased to 10,120,000 shares, consisting of 120,000 shares of Class A Common Stock, \$.01 par value, and 10,000,000 shares of Common Stock, \$.01 par value, and that the Certificate of Incorporation of the surviving corporation shall otherwise be amended and read in its entirety as set forth in Exhibit A attached hereto; and it is further

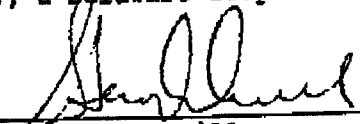
RESOLVED, that the Corporation, as the surviving corporation, is hereby authorized to issue 27,500 shares of common stock for each share of common stock of National Healthcare Resources-NY held by the holders of the outstanding shares of stock of National Healthcare-NY, the non-surviving parent corporation, upon surrender of any certificates therefor; and it is further

RESOLVED, that all actions heretofore taken by any Director, Officer or Stockholder of the Corporation in connection with the transactions contemplated by the foregoing Resolutions be, and they hereby are, approved, adopted, ratified and confirmed in all respects; and it is further

RESOLVED, that the foregoing Resolutions shall be deemed to include all such further acts and deeds as may be necessary, convenient or appropriate, in the judgment of any Director or Officer of the Corporation, to carry out fully the purpose and intent of the transactions contemplated thereby.

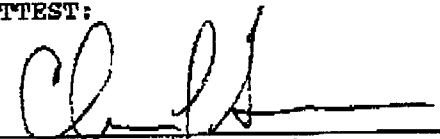
IN WITNESS WHEREOF, this Certificate of Ownership and Merger
is executed this 14th day of July, 1995.

NATIONAL HEALTHCARE RESOURCES,
INC., a Delaware corporation

By: 
Steven F. O'Neill
President

(Seal)

ATTEST:


Christopher J. Garcia
Secretary