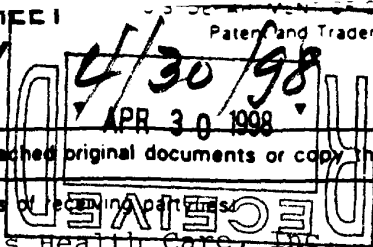


05-14-1998

ONLY



Tab settings ==>>>

To the Honorable Commissioner:

of the attached original documents or copy thereof.

1 Name of conveying party(ies):

100710038

and address of receiving party(ies):

Name: Options Health Care, Inc

FHC Options, Inc.

Internal Address:

Street Address: 240 Corporate Blvd.

City: Norfolk State: VA ZIP: 23219

- Individual(s)
- General Partnership
- Corporation-State Virginia
- Other
- Association
- Limited Partnership

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Virginia
- Other

Additional name(s) of Conveying party(ies) attached? Yes  No

Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 7 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

Application number(s) or Registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
1,372,333  
1,722,845  
1,756,254

Additional numbers attached?  Yes  No

Name and address of party to whom correspondence concerning document should be mailed:

Name: Elaine D. Ziff Esq.

Internal Address: Skadden Arps, Slate,  
Meagher & Flom LLP

Street Address: 919 Third Avenue

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

05/11/1998 DCOATES 00000148 1372333

DO NOT USE THIS SPACE

01 EC-481 40.00 OP  
02 EC-482 50.00 OP

Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kristin e Fyfe

4/27/98

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 11

Mail documents to be recorded with required cover sheet information to:

# Commonwealth of Virginia



## State Corporation Commission

I Certify the Following from the Records of the Commission:

OPTIONS Health Care, Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is April 06, 1987.

I further certify that the following is a list of all documents constituting the charter of OPTIONS Health Care, Inc. as of this date.

ARTICLES OF INCORPORATION	April 06, 1987
ARTICLES OF AMENDMENT	February 17, 1998

Nothing more is hereby certified.



Signed and Sealed at Richmond  
on this Date: April 07, 1998

*William J. Bridge*

William J. Bridge, Clerk of the Commission  
TRADEMARK

CIS20444

REEL: 1724 FRAME: 0939

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
FHC OPTIONS, INC.**

- 1 The name of the corporation is FHC Options, Inc (the "Corporation")
- 2 The Articles of Incorporation of the Corporation are hereby amended to change the name of the Corporation to

**OPTIONS Health Care, Inc**

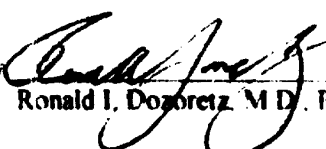
- 3 The foregoing amendment was adopted by the unanimous written consent of the Corporation's board of directors effective as of January 1, 1998

- 4 The foregoing amendment was adopted by the unanimous written consent of the holders of all of the issued and outstanding stock of the Corporation effective as of January 1, 1998

- 5 These Articles of Amendment shall be effective when accepted for filing by the State Corporation Commission of Virginia

Dated January 30, 1998

FHC OPTIONS, INC

By   
Ronald I. Dobretz, M.D., President

307139

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

February 17, 1998

The State Corporation Commission has found the accompanying articles submitted on behalf of

OPTIONS HEALTH CARE, INC.  
(FORMERLY FHC OPTIONS, INC. )

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

**CERTIFICATE OF AMENDMENT**

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective February 17, 1998 at 06:57 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By *T. V. Morrison*

Commissioner

AMENACPT  
CIS20436  
98-02-17-0002

TRADEMARK

REEL: 1724 FRAME: 0941

ARTICLES OF INCORPORATION  
OF  
FHC OPTIONS, INC.

The undersigned Incorporator hereby forms a stock corporation under the provisions of Title 13.1 of the Code of Virginia and, to that end, sets forth the following:

A. The name of the corporation is FHC Options, Inc.

B. The purpose for which the corporation is formed is to transact any or all lawful business, not required to be specifically stated in these Articles, for which corporations may be incorporated under the laws of the Commonwealth of Virginia. The corporation shall have all corporate powers, of every nature and description, provided by Virginia law.

C. The aggregate number of shares which the corporation shall have authority to issue, and the par value per share are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	1,000	\$1.00

D. No Shareholder of the corporation shall have preemptive rights to acquire unissued shares of the corporation's stock or other securities.


E. The initial registered office of the corporation is 870 World Trade Center, Norfolk, Virginia 23510, which is located within the .pa City of Norfolk, Virginia. The name of the initial registered agent is Burle U. Stromberg, who is a resident of Virginia and a member of the

Virginia State Bar. and whose business address is the same as the registered office of the corporation.

F. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as the initial director is:

<u>Name</u>	<u>Address</u>
Ronald I. Dozoretz	870 World Trade Center Norfolk, Virginia 23510

Dated in Norfolk, Virginia by the undersigned Incorporator this 31st day of March, 1987.

  
Barle U. Stromberg, Esquire

(273)

CIS090

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301803

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION  
April 6, 1987

CERTIFICATE OF INCORPORATION

The State Corporation Commission has found the accompanying articles submitted on behalf of

FHC Options, Inc.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ordered that this

CERTIFICATE OF INCORPORATION

be issued, and admitted to record with the articles in this office of the Commission, effective April 6, 1987.

This order and its accompanying articles will be forwarded for filing in the office of the Clerk of the Circuit Court of City of Norfolk following admission to the records of the Commission.

STATE CORPORATION COMMISSION

BY   
Commissioner

Court Number: 212

01519NEW

# Commonwealth of Virginia



## State Corporation Commission

I Certify the Following from the Records of the Commission:

the foregoing is a true copy of all documents constituting the charter of  
OPTIONS Health Care, Inc..

Nothing more is hereby certified.



Signed and Sealed at Richmond  
on this Date: April 07, 1998

*William J. Bridge*

William J. Bridge, Clerk of the Commission  
TRADEMARK

CIS20444

REEL: 1724 FRAME: 0945

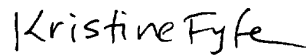


IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Certificate of Express Mail under 37 CFR 1.10

Attorney Ref. No.: 011580/2  
Title of Paper: Change of Name against Trademarks  
"Express Mail" Label No. RETAIN THIS NUMBER-CUSTOMER  
RECEIPT WILL BE MAILED TO YOU. TB764118091US  
Date of Deposit: April ~~28~~<sub>29</sub>, 1998

I hereby certify that the foregoing (along with a check for \$90.00) is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to them at Commissioner for Patents and Trademarks, Box Assignment, Washington, D.C. 20231.



Kristine Fyfe



(Signature)