

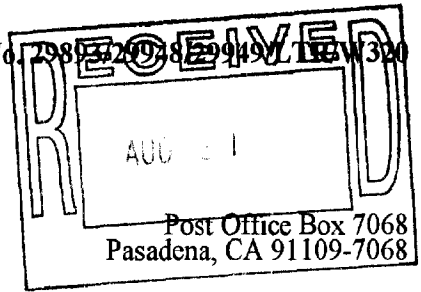
09-14-1998

Docket No. 298943200782299497112W320



HEET

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Box Assignment
Commissioner of Patents and Trademarks
Washington, D.C. 20231

*MRB
8-31-98*

Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

| | |
|---|---|
| <p>1. Name of conveying party(ies): WellSource, Inc. aka Wellsorce, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other <input checked="" type="checkbox"/> Exists Under Laws of California</p> <p>Additional name(s) of conveying party(ies) attached: NO</p> | <p>2. Name and address of receiving party(ies): Name: Salus Media Inc. Street Address: 14529 Dickens Street, Sherman Oaks, California 91403</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other: <input checked="" type="checkbox"/> Exists Under Laws of California</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? NO</p> |
| <p>3. Name of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: January 24, 1997</p> | |
| <p>4. A. Trademark Application No.(s)</p> <p>75/189,202 75/198,507 75/198,768</p> | <p>4. B. Trademark Registration No.(s)</p> <p style="text-align: right;"><i>90E</i></p> <p style="text-align: center;">Additional numbers attached? NO</p> |
| <p>5. Please return the recorded document and address all correspondence to:</p> <p>CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Pasadena, CA 91109-7068 Attention: LeRoy T. Rahn</p> | <p>6. Total number of applications or registrations involved..... 3</p> <p>7. <input checked="" type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$ 90.00</p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.</p> |
| <p>10. <input type="checkbox"/> Explanatory letter is enclosed.</p> | |
| <p>9. 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.</p> <p>Date: August 28, 1998</p> <p style="text-align: right;">By <u><i>LeRoy T. Rahn</i></u> Name: LeRoy T. Rahn 626/795-9900; 213/681-1800</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: 3</p> | |

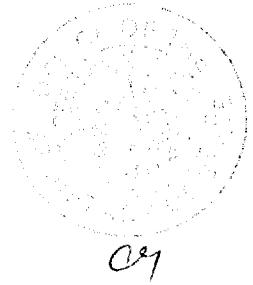
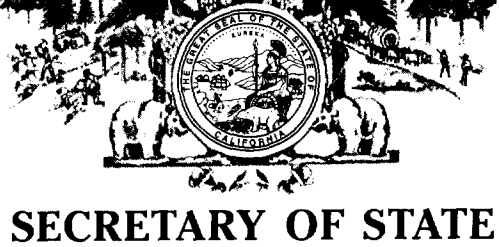
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02 FC:482 50.00 OP

LTR/tmw

TMW PAS148970.1-*8/28/98 10:56 am

State of California



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

 MAY 20 1993



Bill Jones

Secretary of State

A487604

#1923823

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

WELLSOURCE, INC.

FILED 36
in the office of the Secretary of State
of the State of California

FEB - 7 1997

Bill Jones
BILL JONES, Secretary of State


Peter V. Douglas and Alan Kritzer certify that:

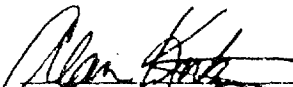
1. They are the President and the Secretary, respectively, of WellSource, Inc., a California corporation.
2. Article ONE of the Articles of Incorporation of this corporation is amended to read as follows:

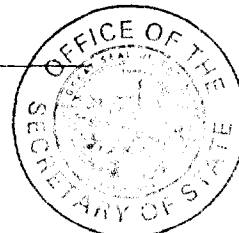
"The name of this corporation is Salus Media Inc."
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors of this corporation.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 10,022,381. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed this 24th day of January, 1997, at Los Angeles, California.


Peter V. Douglas, President


Alan Kritzer, Secretary



[L303525.11]