

REC

11-02-1998



TEET

To the Honorable Commissioner of

100866418

attached original documents or copy thereof.

16-28-11 PMD

1. Name of conveying party(ies):
IVF AMERICA, INC.

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

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

2. Name and address of receiving party(ies)

Name: INTEGRAMED AMERICA, INC.

Internal Address: _____

Street Address: ONE MANHATTANVILLE ROAD

City: PURCHASE State: NY Zip: 10577-2100

Country: _____

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

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

3. Nature of conveyance:

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

Execution Date: JUNE 11, 1996

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,792,019

Additional numbers attached? Yes No

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

Name: PAUL H. KOCHANSKI

Internal Address: LERNER, DAVID, LITTENBERG,
KRUMHOLZ & MENTLIK

Street Address: 600 South Avenue West

City: Westfield State: NJ ZIP: 07090

6. Total Number of applications and registrations involved: 1

7. Total Fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

12-1095

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

DO NOT USE THIS SPACE

File OK

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.

PAUL H. KOCHANSKI

Name of Person Signing

Paul H. Kochanski

Signature

OCTOBER 20, 1998

Date

Total number of pages including cover sheet, attachments, and document 4

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JANUARY 30/1998 TRADEMARK FC:401

Mail documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 202
Attention: Assignments

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
IVF AMERICA, INC.**

Pursuant to Section 242 of the General Corporation Law, the undersigned, Gerardo Canet, President of IVF America, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY THAT:

1. The name of the corporation is IVF America, Inc.
2. The Certificate of Incorporation of the Corporation, as amended, is hereby

amended as follows:

A. Article FIRST of the amended Certificate of Incorporation is deleted in its entirety and replaced by the following new paragraph:

The name of the Corporation (hereinafter called the "Corporation") is IntegraMed America, Inc.

3. By unanimous written consent of the Board of Directors of the Corporation pursuant to Section 141 of the General Corporation Law of the State of Delaware, resolutions were duly adopted setting forth the foregoing amendment to the Certificate of Incorporation, declaring said amendment to be advisable and seeking the written consent of stockholders of the Corporation to such amendment.

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4. Said amendment was duly adopted by written consent of the stockholders of the Corporation at the annual meeting held on June 11, 1996, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware by a majority in voting power of the shares of the capital stock of the Corporation's stockholders and written notice of such action has been given to the Corporation's stockholders who have not given their consent thereto; and said amendment was duly adopted in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Board of Directors of IVF America, Inc. has caused this certificate to be signed by Gerardo Canet, its President.

Dated: June 11, 1996

IVF AMERICA, INC.

By. 

Gerardo Canet - President

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "IVF AMERICA, INC.", CHANGING ITS NAME FROM "IVF AMERICA, INC." TO "INTEGRATED AMERICA, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JUNE, A.D. 1996, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8354132

DATE: 02-28-97

RECORDED: 10/23/1998

TRADEMARK
REEL: 1806 FRAME: 0598