

REC'D
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11-17-1998



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FEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

61-391

Tab settings

To the Honorable Commissioner of Patent

attached original documents or copy thereof.

1. Name of conveying party(ies):

Ask-A-Doctor, Inc.

10-07-1998

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #51

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

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

3. Nature of conveyance:

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

Execution Date: May 21, 1998

2. Name and address of receiving party(ies)

Name: America's Doctor, Inc.

Internal Address:

Street Address: 11403 Cronridge Drive, Ste. 200

City: Owings Mills State: MD ZIP: 21117

- 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: n/a Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No n/a

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

A. Trademark Application No.(s)

75/396,193

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Kevin G. Smith, Esquire

Internal Address: SHOEMAKER AND MATTARE, LTD.

Street Address: 2001 Jefferson Davis Hwy.

1203 Crystal Plaza Bldg. 1

City: Arlington State: VA ZIP: 22202-0286

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 70.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-2110 (if necessary)

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

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US PATENT & TRADEMARK OFFICE

11/16/1998 JSHRBRZZ 00000087 75396193

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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.

Kevin G. Smith

Name of Person Signing

Signature

10/7/98

Date

Total number of pages including cover sheet, attachments, and document: 1

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

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

TRADEMARK
REEL: 1813 FRAME: 0866

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 "ASK-A-DOCTOR, INC.", CHANGING ITS NAME FROM "ASK-A-DOCTOR, INC." TO "AMERICA'S DOCTOR, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MAY, A.D. 1998, AT 3 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

9168933

AUTHENTICATION:

06-29-98

DATE:

TRADEMARK
REEL: 1813 FRAME: 0867

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF
ASK-A-DOCTOR, INC.**

ASK-A-DOCTOR, 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:

FIRST: That by Unanimous Written Consent of the Board of Directors of the Corporation, dated May 21, 1998, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable, and, there being no stockholders of the Corporation, approving said amendment. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended as follows:

1. By changing the Article numbered "FIRST" so that, as amended, said Article shall be read as follows:

FIRST: Corporate Name. The name of the corporation is America's Doctor, Inc. (the "Corporation").

2. By changing the Article numbered "FOURTH" so that, as amended, said Article shall be read as follows:

FOURTH: Capitalization. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,000,000 shares of Common Stock with par value of \$0.01 per share.

SECOND: The Corporation has not received any payment for any of its stock, and said amendment was duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its duly authorized officer as of the date set forth below.

Dated: May 21, 1998

ASK-A-DOCTOR, INC.

By: Lewis S. Goodman

Name: Lewis S. Goodman

Title: Vice President