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Form PTO 1595

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U.S. Department of Commerce
Patent and Trademark Office

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

1 Name of conveying party(ies):

ALTERNATIVE LIVING SERVICES, INC.

Address: 450 North Sunnyslope Road, Suite 300

City: Brookfield State: WI Zip: 53005

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

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

2 Name and address of receiving party(ies):

ALTERRA HEALTHCARE CORPORATION

Address: 450 North Sunnyslope Road, Suite 300

City: Brookfield State: WI Zip: 53005

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

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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 19, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED "SCHEDULE A"

Additional numbers attached? Yes No

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

Name: Wallenstein & Wagner, Ltd.

Street Address: 311 S. Wacker Drive, 53rd Floor

City: Chicago State: IL Zip: 60606-6622

6. Total number of applications and Registrations involved: 10

7 Total fee (37 CFR 3.41): \$ 265.00

- Enclosed
- Authorized to be charged to deposit account (ADDITIONAL AMOUNTS ONLY)

8. Deposit account number: 23-0280
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Nancy M. Misch
Name of Person Signing

Nancy M. Misch
Signature

Nov. 3, 1999
Date

Total number of pages comprising cover sheet: 4

OMB No. 0651-0011 (exp. 4/94)
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01. FIC: 482

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REEL: 001986 FRAME: 0808

"SCHEDULE A"

<u>MARK</u>	<u>COUNTRY</u>	<u>REG. NO.</u>	<u>REGISTERED</u>
CROSSINGS	UNITED STATES	1,448,865	07/21/1987
STERLING HOUSE & DESIGN	UNITED STATES	1,827,828	03/22/1994
WOVENHEARTS & DESIGN	UNITED STATES	1,879,051	02/14/1995
WYNWOOD	UNITED STATES	2,142,651	03/10/1998
CLARE BRIDGE	UNITED STATES	2,150,721	04/14/1998
STERLING COTTAGE	UNITED STATES	2,215,981	01/05/1999

<u>MARK</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>FILED</u>
CHANGING THE WAY AMERICA AGES	UNITED STATES	75/447,237	03/09/1998
ALTERNATIVE LIVING SERVICES	UNITED STATES	75/574,575	10/22/1998
DOOR LOGO	UNITED STATES	75/574,576	10/22/1998
ALTERRA	UNITED STATES	75/617,557	01/08/1999

State of Delaware

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Office of the Secretary of State

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 "ALTERNATIVE LIVING SERVICES, INC.", CHANGING ITS NAME FROM "ALTERNATIVE LIVING SERVICES, INC." TO "ALTERRA HEALTHCARE CORPORATION", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MAY, A.D. 1999, AT 3:45 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9754923

DATE: 05-20-99

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
ALTERNATIVE LIVING SERVICES, INC.**

ALTERNATIVE LIVING SERVICES, 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, the Board of Directors of the Corporation unanimously adopted a resolution setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable, and directing that said amendment be presented to the stockholders of the Corporation for consideration at the annual meeting of the stockholders. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, that the Corporation's Restated Certificate of Incorporation be amended to change the name of the Corporation and that such amendment be effected by deleting Article 1 of the Corporation's Restated Certificate of Incorporation in its entirety and substituting in lieu thereof:

"Article 1

The name of the Corporation is Alterra Healthcare Corporation."

SECOND: That thereafter an annual meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the foregoing resolution was adopted by a majority of the holders of the Corporation's outstanding common stock entitled to vote at the annual meeting of the stockholders.

THIRD: That the aforesaid amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed as of this 19th day of May, 1999.

ALTERNATIVE LIVING SERVICES, INC.

By: *William F. Lasky*
William F. Lasky, President

Attested by:

Thomas E. Komula
Thomas E. Komula, Secretary

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