

03-31-2000



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02/25/00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Correction Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership Association

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

03/30/2000 DCURTES 00000099 75702698

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
425.00 OP

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03/30/2000
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\$150.00 CR
FC: 704

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number **212-506-5150**

Name **Bradford S. Breen, Esq.**

Address (line 1) **Orrick, Herrington & Sutcliffe LLP**

Address (line 2) **666 Fifth Avenue**

Address (line 3) **New York, NY 10103**

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

<input type="text" value="75/702,698"/>	<input type="text" value="75/831,252"/>	<input type="text" value="75/778,650"/>	<input type="text" value="75/757,227"/>	<input type="text" value="75/702,696"/>	<input type="text"/>
<input type="text" value="75/702,700"/>	<input type="text" value="75/831,370"/>	<input type="text" value="75/778,655"/>	<input type="text" value="75/757,241"/>	<input type="text" value="76/831,373"/>	<input type="text"/>
<input type="text" value="75/831,372"/>	<input type="text" value="75/778,656"/>	<input type="text" value="75/778,651"/>	<input type="text" value="75/757,240"/>	<input type="text" value="75/831,374"/>	<input type="text"/>
<input type="text" value="75/831,371"/>	<input type="text" value="75/778,654"/>	<input type="text" value="75/778,652"/>			

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment Enclosed Deposit Account

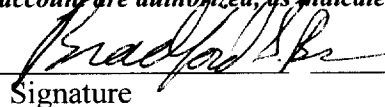
Deposit Account
(Enter for payment by deposit account of if additional fees can be charged to the account., or any refund to the Deposit Account Number #

Authorization to charge additional fees or credit any refund: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Bradford S. Breen
Name of Person Signing


Signature

February 24, 2000
Date Signed

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 "GHS, INC.", CHANGING ITS NAME FROM "GHS, INC." TO "DREAMLIFE, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 1999, AT 8:30 O'CLOCK A.M.

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



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

Edward J. Freel, Secretary of State

2049600 8100

991533301

AUTHENTICATION: 0136327

DATE: 12-13-99

TRADEMARK
REEL: 002041 FRAME: 0787

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
GHS, INC.

GHS, INC., 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 said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Restated Certificate of Incorporation of GHS, INC. dated March 6, 1986, as amended, be amended by striking out Article FIRST thereof and substituting in lieu of said Article FIRST the following new Article:

“FIRST: The name of the corporation (hereinafter called the “Corporation”) is dreamlife, inc.”

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and written notice of the adoption of the amendment has been given as provided in Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware and Article Nine of the Restated Certificate of Incorporation.

IN WITNESS WHEREOF, said GHS, INC. has caused this certificate to be signed this 10th day of
December, 1999.

By: Beth Polish
Beth Polish
President and Chief Operating Officer