

08-08-2000

U.S. Department of Commerce
Patent and Trademark Office



To the Honorable Commissioner of Patents

Check original documents or copy thereof.

101425242

1. Name of conveying party(ies):
 Familymeds.com, Inc. *MKS*
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Connecticut
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes No

Name and address of receiving party(ies):
 Name: Familymeds, Inc.
 Address: 312 Farmington Avenue
 Farmington, Connecticut 06032
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - Connecticut
 Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: June 9, 2000

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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 75/479367 75/885443
 75/660566 75/885433
 75/885438 75/885440
 75/903789 75/655932
 Additional numbers attached? Yes No

B. Trademark Registration No.(s)
 1641876
 1642407
 2211113

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Charles E. Weinstein, Esq.
 Internal Address: Foley Hoag & Eliot LLP
 Street Address: One Post Office Square
 City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 11
 7. Total fee (37 CFR 3.41):.....\$290.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number:
06-1446
 (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.
Charles E. Weinstein, Esq. *[Signature]* July 6, 2000
 Name of Person Signing Signature Date
 Total number of pages comprising cover sheet: 1

08/07/2000 DNGUYEN 00000282 061446 75479367

01 FC:481 40.00 CH
02 FC:482 250.00 CH

CERTIFICATE OF AMENDMENT

STOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 /new/1-97

Space For Office Use Only

FILING #0002120335 PG 01 OF 05 VOL B-00342
FILED 06/12/2000 02:00 PM PAGE 02144
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION:

FAMILYMEDS.COM, INC.

2. THE CERTIFICATE OF INCORPORATION IS (check A., B. or C.):

A. AMENDED.

B. AMENDED AND RESTATED.

C. RESTATED.

3. TEXT OF EACH AMENDMENT / RESTATEMENT:

See attached Exhibit A. This Fifth Amended and Restated Certificate of Incorporation was adopted as of June 9, 2000.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

TRADEMARK
REEL: 002115 FRAME: 0761

4. VOTE INFORMATION (check A., B. or C.)

A. The resolution was approved by shareholders as follows:

(set forth all voting information required by Conn. Gen. Stat. section 33-800 as amended in the space provided below)

- (A) There is one voting group, designated Common Stock, with 100 outstanding shares, all of which were entitled to be cast and all of which were represented in the vote.
- (B) Total number of votes cast for the amendment by holders of Common Stock: 100.
Total number of votes cast against the amendment by holders of Common Stock: 0.

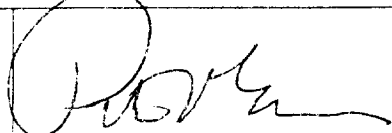
The number of votes cast for the amendment was sufficient for its approval.

B. The amendment was adopted by the board of directors without shareholder action. No shareholder vote was required for adoption.

C. The amendment was adopted by the incorporators without shareholder action. No shareholder vote was required for adoption.

5. EXECUTION

Dated this 9th day of June, ~~19~~ 2000

Peter V. Evans	Secretary	
Print or type name of signatory	Capacity of signatory	Signature

TRADEMARK

EXHIBIT A

FIFTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF FAMILYMEDS, INC.

FIRST. The name of the corporation is Familymeds, Inc.

SECOND. The number of shares the corporation is authorized to issue: the corporation shall have one (1) class of stock designated as Common Stock and consisting of Twenty Thousand (20,000) authorized shares.

THIRD. The street address of the corporation's registered office: c/o Rogin, Nassau, Caplan, Lassman & Hirtle, LLC, CityPlace I, 22d Floor, Hartford, Connecticut 06103.

FOURTH. The name and address of the corporation's registered agent:

Name: Peter V. Evans
Residence Address: 6 Brookline Drive
West Hartford, Connecticut 06107
Business Address: c/o Familymeds, Inc.
312 Farmington Avenue
Farmington, Connecticut 06032

FIFTH. The personal liability of a director to the corporation or its shareholders for monetary damages for breach of duty as a director shall be limited to an amount equal to the amount of compensation received by the director for serving the corporation during the calendar year in which the violation occurred (and if the director received no such compensation from the corporation during the calendar year of the violation, such director shall have no liability to the corporation or its shareholders for breach of duty) if such breach did not:

- (A) involve a knowing and culpable violation of law by the director;
- (B) enable the director or an Associate, as defined in Section 33-840 of the Connecticut Business Corporation Act as in effect at the time of the violation, to receive an improper personal economic gain;
- (C) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation;

- (D) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation; or
- (E) create liability under Section 33-757 of the Connecticut Business Corporation Act as in effect at the time of the violation.

Any repeal or modification of this Article Fifth shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Nothing contained in this Article Fifth shall be construed to deny to the directors of the corporation any of the benefits provided by Section 33-756 of the Connecticut Business Corporation Act, as in effect at the time of the violation.

SIXTH. The corporation shall indemnify, to the fullest extent permitted by law, a director for liability, as defined in subdivision (5) of section 33-770 of the Connecticut Business Corporation Act, as amended by section 12 of Public Act 97-246, to any person for any action taken, or any failure to take any action, as a director, except liability that (a) involved a knowing and culpable violation of law by the director, (b) enabled the director or an Associate, as defined in section 33-840 of the Connecticut Business Corporation Act as in effect at the time of the violation, to receive an improper personal gain, (c) showed a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation; (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation or (e) created liability under section 33-757 of the Connecticut Business Corporation Act as in effect at the time of the violation, provided that this Article Sixth shall not affect the indemnification of or advance of expenses to a director for any liability stemming from acts or omissions occurring prior to the effective date of this Certificate of Incorporation. The corporation shall advance funds to pay for or reimburse expenses in accordance with section 33-773 of the Connecticut Business Corporation Act, as amended by section 15 of Public Act 97-246, to the fullest extent permitted by law.

SEVENTH. The corporation shall indemnify and advance expenses under sections 33-770 to 33-778 of the Connecticut Business Corporation Act inclusive, as amended by sections 12 to 20, inclusive, of Public Act 97-246, and section 21 of Public Act 97-246, to an officer,

employee or agent of the corporation who is a party to a proceeding because he is an officer, employee or agent of the corporation (1) to the same extent as a director, and (2) if he is an officer, employee or agent but not a director, to such further extent, consistent with public policy, as may be provided by contract, this certificate of incorporation, the by-laws or a resolution of the board of directors.

EIGHTH. Election of directors of the corporation, and acts of the corporation, shall be subject to the provisions of Section 5.8 of a certain Shareholders Agreement by and among Familymeds Group, Inc. (formerly known as The Arrow Holding Company and Familymeds, Inc.) and its shareholders as it may exist from time to time.