

12-19-00

01-09-2001

FORM PTO-1618A
Expires 06/30/99
OMB0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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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 #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year
8/2/99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

1686671

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

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.)

Citizenship/State of Incorporation/Organization

01 0A/2001 MTHAT1 00000224 1686671

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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 N/A

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (919) 286-8000

Name David A. Harlow

Address (line 1) Moore & Van Allen PLLC

Address (line 2) 2200 West Main Street

Address (line 3) Suite 800

Address (line 4) Durham, North Carolina 27705

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 4

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<u></u>	<u></u>	<u></u>	<u>1,686,671</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>	<u></u>	<u></u>

Number of Properties Enter the total number of properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

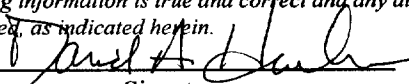
Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: # 13-4365
Authorization to charge additional fees: 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.

David A. Harlow
Name of Person Signing


Signature

12/14/00
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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "PHYAMERICA PHYSICIAN GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "COASTAL HEALTHCARE GROUP, INC." TO "COASTAL PHYSICIAN GROUP, INC.", FILED THE EIGHTEENTH DAY OF MAY, A.D. 1995, AT 1 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SECOND DAY OF JANUARY, A.D. 1997, AT 12 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SECOND DAY OF JANUARY, A.D. 1997, AT 12:01 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1997, AT 11:51 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE FIFTH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.

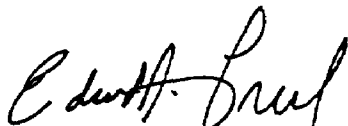
CERTIFICATE OF DESIGNATION, FILED THE THIRTIETH DAY OF JUNE, A.D. 1998, AT 3 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "COASTAL



2294364 8100X

991540894


Edward J. Freel, Secretary of State

AUTHENTICATION:

0143724

DATE:

12-15-99

TRADEMARK
REEL: 002208 FRAME: 0893

State of Delaware
Office of the Secretary of State

PAGE 2

PHYSICIAN GROUP, INC." TO "PHYAMERICA PHYSICIAN GROUP, INC.",
FILED THE SECOND DAY OF AUGUST, A.D. 1999, AT 11 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2294364 8100X

991540894

AUTHENTICATION:

0143724

DATE:

12-15-99
TRADEMARK

REEL: 002208 FRAME: 0894

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
COASTAL PHYSICIAN GROUP, INC.**

Coastal Physician Group, 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 at a duly held meeting of the Board of Directors of Coastal Physician Group, Inc., resolutions were duly adopted setting forth proposed amendments to the Restated Certificate of Incorporation of said corporation, declaring said amendments to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolutions setting forth the proposed amendments are as follows:

RESOLVED, that the Restated Certificate of Incorporation of this corporation be amended by changing Section 1 thereof so that, as amended, said section shall be and read as follows:

"1. The name of the corporation (the "Corporation") is PhyAmerica Physician Group, Inc."

RESOLVED, that the Restated Certificate of Incorporation of the corporation be amended by changing Section 4(a) thereof so that, as amended said section shall be and read as follows:

"4(a) The Corporation shall have the authority to issue Two Hundred Million (200,000,000) shares of common stock with a par value of One Cent (\$0.01) per share. One Hundred Million (100,000,000) shares shall be designated as 'Common Stock.' Holders of Common Stock shall be entitled to cast one (1) vote in person or by proxy for each share of Common Stock upon all matters upon which shareholders are entitled to vote or to which shareholders are entitled to give consent. One Hundred Million (100,000,000) shares shall be designated as 'Non-Voting Common Stock.' Except as may otherwise be required by law, the holders of Non-Voting Common Stock shall have no voting rights and shall not vote. Holders of Common Stock and Non-Voting Common Stock shall be entitled to share ratably in all such dividends or distributions, payable in cash or otherwise, as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held on July 29, 1999, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendments.

THIRD: That said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said COASTAL PHYSICIAN GROUP, INC. has caused this certificate to be signed by W. Randall Dickerson, its Executive Vice President, this 2nd day of August, 1999.

COASTAL PHYSICIAN GROUP, INC.

By: 
W. Randall Dickerson
Executive Vice President