



101598006

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

Personal Health Technologies Corp.

175 Portland Street

Boston, MA 02114

1-16-01

2. Name and address of receiving party(ies):

Name: PHT Corporation

Internal Address:

Street Address: 500 Rutherford Avenue

City: Charlestown State: MA ZIP: 0229

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware

Other

If assignee is not domiciled in the United States, a domestic designation is Yes No

(Designations must be a separate document from Additional name(s) & address(es) Yes No

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: October 30, 2000

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

76/128,568 Filed 9/14/00

B. Trademark Registration No.(s)

Additional numbers Yes No

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

Name: Ronald R. Demsher

Internal Address:

Street Address: McDermott, Will & Emery

28 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

50-1133

DO NOT USE THIS SPACE

01/29/2001 DBYRNE 00000574 76128568

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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.

Ronald R. Demsher

Name of Person Signing

Ronald R. Demsher
Signature

January 12, 2001
Date

Total number of pages including cover sheet, attachments, and

7

TRADEMARK

CERTIFICATE OF AMENDMENT

TO

**THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

PERSONAL HEALTH TECHNOLOGIES CORP.

* * * * *

Personal Health Technologies Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that the following amendment to the Third Amended and Restated Certificate of Incorporation of the Corporation has been duly adopted in accordance with Section 242 of the Delaware General Corporation Law:

1. That Article First, setting forth the name of the Corporation be, and hereby is, deleted and restated in its entirety as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is PHT Corporation.

2. That Article Second, setting forth the address of the Corporation be, and hereby is, deleted and restated in its entirety as follows:

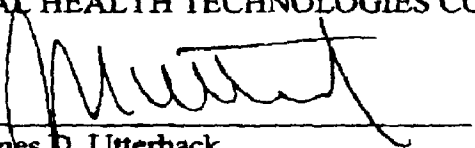
SECOND: The initial address of the registered office of this Corporation in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801 and the name of the registered agent of this Corporation in the State of Delaware at such address is The Corporation Trust Company. The address of the principal office of the corporation is 500 Rutherford Avenue, Charlestown, Massachusetts 02129.

3. Every other Article and provision in the Third Amended and Restated Certificate of Incorporation remains in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly signed by its Chief Executive Officer this 30 day of October, 2000.

PERSONAL HEALTH TECHNOLOGIES CORP.

By:



James D. Utterback
Chief Executive Officer

BST99 1162072-1.055398.0010

RECORDED: 01/16/2001

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REEL: 002224 FRAME: 0784