

02-02-2001



101603414

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

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

JAN 20 2001

1-30-01

### 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 # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

#### Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year  
12 8 00
- Merger
- Change of Name
- Other \_\_\_\_\_

#### Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name Integrated Healthcare Networks, Inc.

Formerly \_\_\_\_\_

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

#### Receiving Party

Mark if additional names of receiving parties attached

Name Curaspan, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 368 Hillside Avenue

Address (line 2) \_\_\_\_\_

Address (line 3) Needham MA 02494

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

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.)

#### FOR OFFICE USE ONLY

02/02/2001 DBYRNE 00000039 75906220  
FC:481 40.00 OP

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

NO.501 P.2

CHORTE HALL & STEWART

TRADEMARK

REEL: 002227 FRAME: 0824

**Domestic Representative Name and Address**

Enter for the first Receiving-Party only.

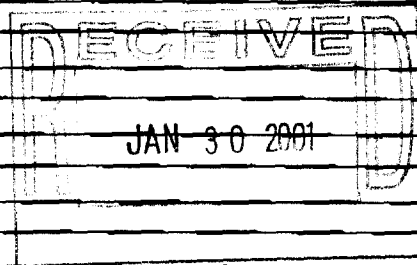
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

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)**

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)		
<input type="text" value="75906220"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**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 or if additional fees can be charged to the account.)

Deposit Account Number: #

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.

Heidi A. Schiller

*Heidi A. Schiller*

1/24/01

Name of Person Signing

Signature

Date Signed

*State of Delaware*  
*Office of the Secretary of State*

---

PAGE 1

I, HARRIET SMITH WINDSOR, 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 "CURASPAN, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "INTEGRATED HEALTHCARE NETWORKS, INC." TO "CURASPAN, INC.", FILED THE EIGHTH DAY OF DECEMBER, A.D. 2000, AT 12 O'CLOCK P.M.



*Harriet Smith Windsor*  
Secretary of State

3055666 8100X

AUTHENTICATION: 0916204

010023416

DATE: 01-16-01

TRADEMARK  
REEL: 002227 FRAME: 0826

**SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
INTEGRATED HEALTHCARE NETWORKS, INC.**

Thomas R. Ferry, being the duly elected President of Integrated Healthcare Networks, Inc., a Delaware corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify the following:

1. The Corporation filed its original Certificate of Incorporation with the Secretary of State of Delaware on June 14, 1999 under the name Discharge Planning Services, Inc.
2. The Certificate of Incorporation of the Corporation was amended on October 27, 1999, pursuant to which the name of the Corporation was changed to Integrated Healthcare Networks, Inc..
3. The Certificate of Incorporation of the Corporation was amended and restated on February 1, 2000.
4. The Board of Directors of the Corporation approved the attached Second Amended and Restated Certificate of Incorporation pursuant to the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware and directed that the restatement be submitted to the stockholders of the Corporation for their consideration and approval.
5. The stockholders of the Corporation approved the attached Second Amended and Restated Certificate of Incorporation pursuant to the provisions of Section 228, 242 and 245 of the General Corporation Law of the State of Delaware by written consent and written notice of the adoption of the restatement has been or will be given pursuant to Section 228(d) of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

Dated: December 8, 2000

INTEGRATED HEALTHCARE NETWORKS,  
INC.

By /s/ Thomas R. Ferry  
Thomas R. Ferry, President

ATTEST:

/s/ David J. Brown  
David J. Brown, Secretary

3092276

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:00 PM 12/08/2000  
001614908 - 3055666

**SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CURASPAN, INC.**

\* \* \*

**FIRST:** The name of the Corporation is CuraSpan, Inc. (the "Corporation")

**SECOND:** The address of the Corporation's registered office in the State of Delaware is 30 Old Rudnick Lane in the City of Dover, County of Kent, and the registered agent at such address is CorpAmerica, Inc.

**THIRD:** The nature of the business of the Corporation is to have and exercise all the powers conferred by the laws of the State of Delaware upon corporations formed under the General Corporation Law of such State.

**FOURTH:** The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 12,000,000, consisting of 10,000,000 shares of Common Stock having a par value of \$.01 per share (the "Common Stock") and 2,000,000 shares of Preferred Stock having a par value of \$.01 per share (the "Preferred Stock").

The following is a statement of the designations and the powers, preferences and rights, and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation.

1. Common Stock. The Corporation shall have authority to issue 10,000,000 shares of Common Stock. The rights, privileges, preferences and voting powers of the Common Stock are as follows:

(a) Dividend Rights. Subject to the prior rights of holders of all classes of capital stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors (the "Board"), out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board.

(b) Liquidation Rights. Subject to the prior rights of holders of all classes of capital stock at the time outstanding having prior rights on liquidation, dissolution or winding up of the Corporation, upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed ratably among the holders of the Common Stock in proportion to the number of shares of Common Stock held by each such holder.

(c) Voting Rights. The holders of Common Stock shall be entitled to vote upon such matters and in such manner as may be provided by law. At all meetings of

stockholders of the Corporation (and written consents of stockholders in lieu of meetings), the holder of each share of Common Stock shall have the right to one vote for each share so held and shall be entitled to notice of any stockholders meeting in accordance with the Bylaws of the Corporation. Except as provided by law or herein, the holders of Common Stock shall vote together with the holders of Preferred Stock as a single class.

(d) Increase in Authorized Common Stock. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by an affirmative vote of the holders of a majority of the outstanding capital stock of the Corporation outstanding and entitled to vote thereon, voting as a single class.

2. Preferred Stock. The Corporation shall have the authority to issue 2,000,000 shares of Preferred Stock. 1,013,985 shares of Preferred Stock shall be designated as "Series A Preferred Stock" and 435,000 shares of Preferred Stock shall be designated as "Series B Preferred Stock." The term "Designated Preferred Stock" as used herein shall mean all of the Series A Preferred Stock and all of the Series B Preferred Stock. The shares of undesignated Preferred Stock may be issued from time to time in one or more series. The Board may determine in whole or in part, the preferences, voting powers, qualifications and special or relative rights or privileges of any such series before the issuance of any shares of that series. The Board shall determine the number of shares constituting each series of Preferred Stock and each series shall have a distinguishing designation.

The rights, privileges, preferences and voting powers of the Designated Preferred Stock are as follows:

(a) Dividend Rights. The holders of shares of Designated Preferred Stock shall be entitled to receive when, as and if declared by the Board, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board. In addition, if the Corporation declares or pays any dividends on the Common Stock, the Corporation shall also declare and pay to the holders of the Designated Preferred Stock, at the same time, the dividends which would have been declared and paid with respect to the Common Stock issuable upon conversion of the Designated Preferred Stock had all of the outstanding Designated Preferred Stock been converted immediately prior to the record date for such dividend. Any dividends payable in Common Stock, and any other split or other subdivision of Common Stock, shall not be deemed to be a distribution pursuant to this subsection (a).

(b) Liquidation Preference.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of Designated Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of Common Stock by reason of their ownership thereof, the amount of \$1.36 per share in the case of Series A Preferred Stock and \$2.00 per share in the case of Series B Preferred Stock (subject in each case to appropriate adjustment to reflect any stock splits, stock dividends and similar transactions

pursuant to Section 2(d) hereof), plus all declared but unpaid dividends on each share of Designated Preferred Stock then held by such holder (the "Liquidation Preference"). If, upon the occurrence of such an event, the assets and funds thus distributed among the holders of the Designated Preferred Stock shall be insufficient to permit the payment to such holders of the full Liquidation Preference, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Designated Preferred Stock in proportion to the number of shares of Designated Preferred Stock held by such holder and the applicable Liquidation Preference.

(ii) For purposes of this Article Fourth, a liquidation, dissolution or winding up of the Corporation shall be deemed to occur if (A) the Corporation shall sell, convey, or otherwise dispose of all or substantially all of its assets or property or (B) a merger or consolidation of the Company or sale or other transfer of capital stock of the Company shall occur, in each case, in one transaction or series of related transactions, resulting in more than fifty percent (50%) of the voting power of the Corporation or of the surviving or acquiring corporation, as the case may be, being held by persons or entities other than the persons or entities that beneficially held more than fifty percent (50%) of the voting power of the Corporation immediately prior to such sale, merger, consolidation or transfer.

(iii) The amount distributable to the holders of Designated Preferred Stock upon any liquidation, dissolution, or winding-up shall be in cash or, to the extent cash is insufficient, in property, rights or securities; provided, however, that if the Designated Liquidation Preference is payable in connection with a transaction described in subsection (b)(ii) above, then the holders of the Designated Preferred Stock shall receive the same form of consideration as is payable with respect to the Common Stock. The value of such property, rights or other securities shall be determined in good faith by the Board.

(iv) Notwithstanding the provisions of this Section 2(b), if the amount per share which would be payable to the holders of the Designated Preferred Stock if each holder's shares had been converted to Common Stock immediately prior to such liquidation, dissolution or winding-up of the Corporation would exceed the amount payable thereunder, then in such case, in lieu of the payment pursuant to subsection (b)(i), the holders of shares of Designated Preferred Stock then outstanding shall be entitled to participate pro rata with the holders of Common Stock in all such proceeds as if all shares of Designated Preferred Stock has been converted into Common Stock immediately prior to such liquidation, dissolution or winding-up of the Corporation.

(c) Voting. Each holder of outstanding shares of Designated Preferred Stock shall be entitled to the number of votes equal to the number of whole shares of Common Stock into which the shares of Designated Preferred Stock held by such holder are then convertible (as adjusted to reflect any stock splits, stock dividends and similar transactions pursuant to Section 2(d) hereof), at each meeting of stockholders of the Corporation (and written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the stockholders

of the Corporation for their action or consideration. Except as provided by law or herein, holders of Designated Preferred Stock and of any other outstanding series of Preferred Stock shall vote together with the holders of Common Stock as a single class.

(d) Optional Conversion of Designated Preferred Stock. A holder of shares of Designated Preferred Stock may convert such shares at any time at the option of the holder thereof into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing \$1.36 in the case of the shares of Series A Preferred Stock, and \$2.00 in the case of the Series B Preferred Stock by the Conversion Price (as defined below) applicable to such share in effect on the Conversion Date (as defined below). Immediately following such conversion the rights of the holders of the converted Designated Preferred Stock shall cease and persons entitled to receive Common Stock upon the conversion of the Designated Preferred Stock shall be treated for all purposes as having become the owners of such Common Stock.

(i) Conversion Price. The "Conversion Price" shall initially be \$1.36 in the case of one share of Series A Preferred Stock, and \$2.00 in the case of one share of Series B Preferred Stock, subject to adjustment in order to adjust the number of shares of Common Stock into which the Designated Preferred Stock is convertible as hereinafter provided.

(ii) Method of Conversion. To convert shares of Designated Preferred Stock, a holder must (A) surrender the certificate or certificates evidencing the shares of Designated Preferred Stock to be converted, duly endorsed in a form satisfactory to the Corporation, at the office of the Corporation or transfer agent for the Designated Preferred Stock, (B) notify the Corporation at such office that he elects to convert Designated Preferred Stock and the number of shares he wishes to convert, (C) state in writing the name or names in which he wishes the certificate or certificates for shares of Common Stock to be issued and (D) pay any transfer or similar tax if required by law. In the event that a holder fails to notify the Corporation of the number of shares of Designated Preferred Stock which he wishes to convert, he shall be deemed to have elected to convert all shares represented by the certificate or certificates surrendered for conversion. The date on which the holder satisfies all those requirements is the "Conversion Date." As soon as practical following the Conversion Date, the Corporation shall deliver to the holder a certificate for the number of full shares of Common Stock issuable upon the conversion, and a new certificate representing the unconverted portion, if any, of the shares of Designated Preferred Stock represented by the certificate or certificates surrendered for conversion. The person in whose name the Common Stock certificate is registered shall be treated as the stockholder of record on and after the Conversion Date.

(iii) Adjustments to Conversion Price for Stock Splits, Stock Dividends, Subdivisions, Combinations or Consolidation. In the event the outstanding shares of Common Stock of the Corporation shall be split, subdivided, combined or consolidated, by reclassification or otherwise, into a greater or lesser number of shares, and in the event that the Corporation shall issue shares of Common Stock of the Corporation by way of a stock dividend or other distribution upon the shares of Common



Stock, the Conversion Price for each series of Designated Preferred Stock in effect immediately prior to such split, subdivision, stock dividend, combination or consolidation shall, concurrently with the effectiveness of such split, subdivision, stock dividend, combination or consolidation, shall be increased or decreased proportionately.

(iv) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of Designated Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to the product of such fraction multiplied by the then effective Conversion Price for the applicable series of Designated Preferred Stock.

(v) Reservation of Shares. The Corporation shall at all times when any series of Designated Preferred Stock is outstanding, reserve and keep available out of its authorized but unissued stock, for the purpose of effecting the conversion of the Designated Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Designated Preferred Stock. Before taking any action that would cause an adjustment reducing the Conversion Price below the then-existing par value of the shares of Common Stock issuable upon conversion of Designated Preferred Stock, the Corporation shall take any corporate action that may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Conversion Price.

(vi) No Reissuance of Shares. All shares of Designated Preferred Stock surrendered for conversion or acquired by the Corporation by reason of redemption, purchase or otherwise as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares, including the rights, if any, to receive notices, to vote and to dividends shall immediately cease and terminate and such shares of Designated Preferred Stock shall be retired and canceled and shall not be reissued.

(e) Mandatory Conversion of Designated Preferred Stock. All outstanding shares of Designated Preferred Stock shall be automatically converted into shares of Common Stock at the then effective Conversion Price (i) upon the closing of an underwritten, firm commitment public offering pursuant to an effective registration statement under the Securities Act of 1933 yielding aggregate gross proceeds to the Corporation of at least five million dollars (\$5,000,000) (a "Qualified Public Offering") or (ii) if the holders of a majority of the outstanding shares of Designated Preferred Stock elect to convert. Upon any such conversion, no adjustment to the Conversion Price for any series of Designated Preferred Stock shall be made for any declared and unpaid dividends on such series of Designated Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

(f) Increase in Authorized Preferred Stock. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares of Preferred Stock then outstanding) by an affirmative vote of the holders of a majority of the outstanding capital stock of the Corporation outstanding and entitled to vote thereon, voting as a single class.

(g) Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Designated Preferred Stock shall not have any voting powers, preferences and relative, participating, optional or other special rights, other than those specifically set forth in this Certificate (as such Certificate may be amended from time to time). For the avoidance of doubt, the shares of Designated Preferred Stock shall have no redemption, preemptive or subscription rights.

**FIFTH:** The Board is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

**SIXTH:** Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

**SEVENTH:**

1. To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended to further eliminate or limit the personal liability of directors, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

2. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

3. Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

\* \* \*