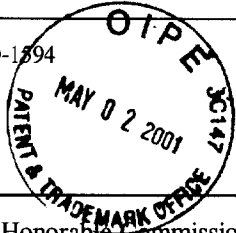


05-08-2001

FORM PTO-1594  
(rev. 6/93)



101706249  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

FEET

Attorney's Docket No. 024918-005 and 006

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

1. Name of conveying party(ies): 5701  
American Disease Management, Inc.  
 Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
Other: Delaware

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                       Change of Name  
Other: \_\_\_\_\_

Execution Date: January 25, 2000

2. Name and address of receiving party(ies):  
Name: LifeMetrix, Inc.  
Address: 1430 Spring Hill Road  
Suite 106  
McLean, Virginia 22102

Individual(s) Citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

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)  
75/710,904 - TRIALMATCH  
75/752,647 - CANCERPAGE

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Fred W. Hathaway, Esq.  
Address: BURNS, DOANE, SWECKER & MATHIS, L.L.P.  
P.O. Box 1404  
Alexandria, Virginia 22313-1404

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed

Authorized to be charged to deposit account, if necessary

8. Deposit account number:

02-4800

05/07/2001 TDI A21 00000090 75710904

DO NOT USE THIS SPACE

01 FC:481 40.00 00  
02 FC:482 25.00 00

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.

Fred W. Hathaway  
Name of Person Signing

Fred W. Hathaway  
Signature

May 2, 2001  
Date

Total number of pages including cover sheet, attachments, and document: 3

**CERTIFICATE OF AMENDMENT****TO****AMENDED AND RESTATED CERTIFICATE OF INCORPORATION****OF****AMERICAN DISEASE MANAGEMENT, INC.**

The undersigned, Edmund C. Bujalski, does hereby certify that he is the Chief Executive Officer of American Disease Management, Inc. (formerly, Oncology Affiliates, Inc.), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), and does further certify:

1. That on January 19, 2000, at a meeting of the Board of Directors of the Corporation, the Board of Directors duly adopted resolutions setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation, as amended, and declaring said amendment to be advisable. The resolutions setting forth the proposed amendment are as follows:

NOW, THEREFORE, BE IT RESOLVED, that Article I of this Corporation's Amended and Restated Certificate, as amended, be, and hereby is, amended in its entirety to read as follows:

**ARTICLE I**

The name of the Corporation is LifeMetrix, Inc.

RESOLVED FURTHER, that this Board of Directors declares it to be advisable and in the best interests of the Corporation and its stockholders to adopt the aforementioned amendment and recommends that the stockholders consent to and adopt such amendment; and

RESOLVED FURTHER, that the Secretary or any Assistant Secretary of the Corporation be, and hereby is, authorized and directed to present such amendment to the stockholders of the Corporation for their approval; and

RESOLVED FURTHER, that upon approval in accordance with the Delaware General Corporation Law by stockholders holding a majority of the issued and outstanding shares of this Corporation's Common Stock, Series A Preferred Stock, and Series B Preferred Stock, the Chief Executive Officer, President, any Executive Vice President, any Senior Vice President, and the Secretary of the Corporation be, and they hereby are, severally authorized to prepare, or cause to be prepared, a Certificate of Amendment to the Amended and Restated Certificate, as amended (the "Certificate of Amendment") for filing with the Office of the Secretary of State of Delaware; and

RESOLVED FURTHER, that subject to such stockholder approvals, the Chief Executive

Officer, President, any Executive Vice President, or any Senior Vice President as officers of the Corporation (the "Authorized Officers") are severally authorized and directed in the name of the Corporation to execute and deliver the Certificate of Amendment; and

RESOLVED FURTHER, that the Authorized Officers are hereby severally authorized and directed in the name and on behalf of the Corporation to execute and deliver such other documents, instruments, and/or certificates and to take such other actions as they consider necessary or desirable to carry out the foregoing resolutions; and

RESOLVED FURTHER, that the Secretary or Assistant Secretary of this Corporation is hereby authorized to affix and attest to the seal of this Corporation on any documents executed pursuant to the foregoing resolution and to execute and deliver any certifications or other documents required from the Secretary or Assistant Secretary in connection with the execution and delivery of the Certificate of Amendment.

2. Such amendment was approved on January 24, 2000, by the requisite written consent in lieu of a meeting of the stockholders, including the requisite consent of the holders of the Corporation's Common Stock, Series A Preferred Stock, and Series B Preferred Stock, the only issued and outstanding classes of stock of the Corporation, given in accordance with Section 228 of the Delaware General Corporation Law and written notice has been given to those stockholders who have not consented as provided in Section 228(d).

3. That said amendment to the Amended and Restated Certificate of Incorporation, as amended, was adopted in accordance with the provisions of Section 242 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, American Disease Management, Inc., has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, to be signed by Edmund C. Bujalski, its duly authorized Chief Executive Officer this 25th day of January, 2000

AMERICAN DISEASE MANAGEMENT, INC.

By:   
Edmund C. Bujalski, Chief Executive Officer