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**TRADEMARKS ONLY**

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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):  
Global CareGuide, Inc.

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

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

2. Name and address of receiving party(ies)  
Name: CareGuide, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 739 Bryant Street  
City: San Francisco State: CA Zip: 94017

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State CA  
 Other \_\_\_\_\_

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

Execution Date: February 7, 2001

**05-07-2001**  
U.S. Patent & TMOc/TM Mail Rcpt Dt. #01

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) 76010656  
76100716

B. Trademark Registration No.(s) 75109037

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Arthur Nielsen  
Internal Address: Latham & Watkins  
670N11 00000129 76010656  
40.00 OP  
50.00 OP  
Street Address: 135 Commonwealth Drive  
City: Menlo Park State: CA Zip: 94025

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 120.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
(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.*

Arthur Nielsen      Arthur Nielsen      5/4/01  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 11

05/15/2001  
01 FD:491  
02 FD:492

Refund Ref: 05/15/2001 670N11 0000105214

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

CHECK Refund Total: \$30.00

# The United States of America



## CERTIFICATE OF REGISTRATION PRINCIPAL REGISTER

*The Mark shown in this certificate has been registered in the United States Patent and Trademark Office to the named registrant.*

*The records of the United States Patent and Trademark Office show that an application for registration of the Mark shown in this Certificate was filed in the Office, that the application was examined and determined to be in compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks, and that the Applicant is entitled to registration of the Mark under the Trademark Act of 1946, as Amended.*

*A copy of the Mark and pertinent data from the application are a part of this certificate.*

*This registration shall remain in force for TEN (10) years, unless terminated earlier as provided by law, and subject to compliance with the provisions of Section 8 of the Trademark Act of 1946, as Amended.*



*Bruce Lehman*

Commissioner of Patents and Trademarks

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GLOBAL CAREGUIDE, INC.**

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

FEB 05 2001

BILL JONES, Secretary of State

**BART PENFOLD** and **RACHEL FIERBERG** hereby certify as follows:

1. That they are the duly elected and acting President and Chief Financial Officer, respectively, of Global Careguide, Inc., a California corporation (the "Corporation").
2. Article I of the Amended and Restated Articles of Incorporation of the Corporation is amended to read in full as follows:

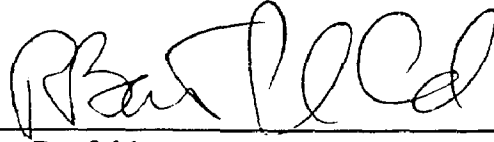
**"I.**

The name of this corporation is **CAREGUIDE, INC.**"


3. The foregoing amendment of the Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors.
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of authorized shares of the corporation is forty-seven million one hundred five thousand eight hundred fifty-five (47,105,855) shares of which twenty-two million one hundred forty-eight thousand three hundred nineteen (22,148,319) shares are outstanding. Of the Company's authorized stock, thirty-two million (32,000,000) shares are duly authorized Common Stock of which seven million six hundred eighty-eight thousand four hundred sixty-four (7,688,464) shares are outstanding and fifteen million one hundred five thousand eight hundred fifty-five (15,105,855) shares are duly authorized Preferred Stock of which fourteen million four hundred fifty-nine thousand eight hundred fifty-five (14,459,855) shares are outstanding. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the outstanding shares of Common Stock, more than fifty percent (50%) of the outstanding Preferred Stock, more than fifty percent (50%) of the Series A Preferred Stock, more than fifty percent (50%) of the Series B Preferred Stock, more than fifty percent (50%) of the Series C Preferred Stock, and more that fifty percent (50%) of the Series C-1 Preferred Stock.

The undersigned further declares under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Amendment are true and correct of their own knowledge.

Executed this 31<sup>st</sup> day of October, 2000.



\_\_\_\_\_  
Bart Penfold  
Chief Executive / President



\_\_\_\_\_  
Rachel Fierberg  
Chief Financial Officer



## Maintenance Requirements

**Section 8:** This registration will be cancelled after six (6) years by the Commissioner of Patents and Trademarks, *UNLESS, before the end of the sixth year following the date of registration shown on this certificate*, the registrant files in the U.S. Patent and Trademark Office an affidavit of continued use as required by Section 8 of the Trademark Act of 1946, 15 U.S.C. §1058, as Amended. It is recommended that the Registrant contact the Patent and Trademark Office approximately five years after the date shown on this registration to determine the requirements and fees for filing a Section 8 affidavit that are in effect at that time. Currently a fee and a specimen showing how the mark is used in commerce are required for *each* international class of goods and/or services identified in the certificate of registration and both must be enclosed with the affidavit.

**Section 9:** This registration will expire by law after ten (10) years, *UNLESS, before the end of the tenth year following the date of registration shown on this certificate*, the registrant files in the U.S. Patent and Trademark Office an application for renewal of the registration as required by Section 9 of the Trademark Act of 1946, 15 U.S.C. §1059, as Amended. It is recommended that the Registrant contact the Patent and Trademark Office approximately nine years after the date shown on this registration to determine the requirements and fees for filing a Section 9 application for renewal that are in effect at that time. Currently a fee and a specimen showing how the mark is used in commerce are required for *each* international class of goods and/or services identified in the certificate of registration and both must be enclosed with the application for renewal.

Int. Cl.: 42

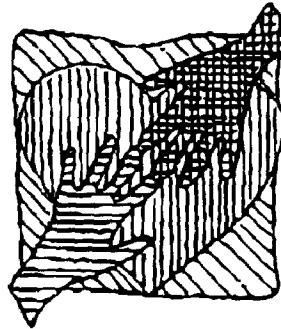
Prior U.S. Cls.: 100 and 101

Reg. No. 2,115,388

United States Patent and Trademark Office

Registered Nov. 25, 1997

SERVICE MARK  
PRINCIPAL REGISTER



careguide

CAREGUIDE (CALIFORNIA SOLE PROPRIETORSHIP)  
1260 BROADWAY SUITE 103  
SAN FRANCISCO, CA 94109

FOR: PROVIDING INFORMATION REGARDING DAYCARE, CHILD CARE, PRESCHOOLS AND ELDER CARE BY MEANS OF AN INTERACTIVE ON-LINE COMPUTER DATABASE VIA THE GLOBAL COMPUTER NETWORK, IN CLASS 42 (U.S. CLS. 100 AND 101).

FIRST USE 4-15-1996; IN COMMERCE 5-1-1996.

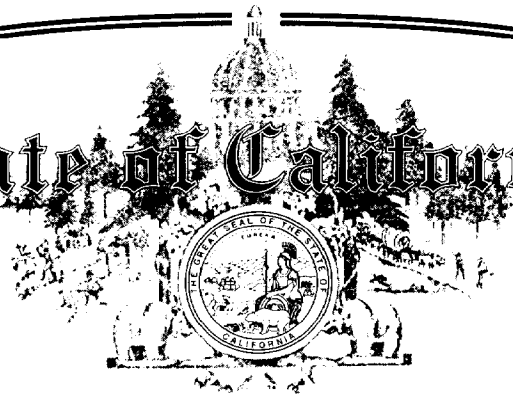
NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "CARE GUIDE", APART FROM THE MARK AS SHOWN.

THE DRAWING IS LINED FOR THE COLORS GREEN, RED, BLUE, AND YELLOW.

SER. NO. 75-109,037, FILED 5-23-1996.

BARBARA GAYNOR, EXAMINING ATTORNEY

# State of California



*lak*

## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

FEB - 7 2001



*Bill Jones*

Secretary of State



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## Typed Drawing

**Word Mark** CAREGUIDE

**Goods and Services** IC 042. US 100 101. G & S: providing to visitors and members via a global computer network the following-- informational content regarding day care, child care, elder care, preschools, and health care for the elderly; searchable directories of providers of elder and child care; searchable directories of providers of legal services and information in the field of elder law; a support network for caregivers to children and the elderly; and products and services targeted to caregivers of children and the elderly. FIRST USE: 19960415. FIRST USE IN COMMERCE: 19960501

**Mark Drawing Code** (1) TYPED DRAWING

**Serial Number** 76010656

**Filing Date** March 27, 2000

**Owner** (APPLICANT) Global Careguide, Inc. CORPORATION CALIFORNIA 180 Howard Street, 1st Floor San Francisco CALIFORNIA 94105

**Attorney of Record** Dyann L. Kostello

**Type of Mark** SERVICE MARK

**Register** PRINCIPAL

**Live/Dead Indicator** LIVE

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## Typed Drawing

**Word Mark** CAREGUIDE.COM

**Goods and Services** IC 042. US 100 101. G & S: informational content regarding day care, child care, elder care, preschools, and health related issues for the elderly; searchable directories of providers of elder and child care; searchable directories of providers of legal services and information in the field of elder law; a support network for caregivers of children and the elderly; products and services targeted to caregivers to children and the elderly; a questionnaire to assess elder care needs; and a personalized report of elder care needs. FIRST USE: 19971021. FIRST USE IN COMMERCE: 19971021

**Mark Drawing Code** (1) TYPED DRAWING

**Serial Number** 76100716

**Filing Date** August 1, 2000

**Owner** (APPLICANT) Global Careguide, Inc. CORPORATION CALIFORNIA 180 Howard Street Fifth Floor San Francisco CALIFORNIA 94105

**Attorney of Record** Dyann L. Kostello

**Type of Mark** SERVICE MARK

**Register** PRINCIPAL

**Live/Dead Indicator** LIVE

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**c a r e g u i d e**

**Word Mark** CAREGUIDE  
**Goods and Services** IC 042. US 100 101. G & S: providing information regarding daycare, child care, preschools and elder care by means of an interactive, on-line computer database via the global computer network. FIRST USE: 19960415. FIRST USE IN COMMERCE: 19960501  
**Mark Drawing Code** (3) DESIGN PLUS WORDS, LETTERS, AND/OR NUMBERS  
**Design Search Code** 021101 021107 260921 261121  
**Serial Number** 75109037  
**Filing Date** May 23, 1996  
**Published for Opposition** September 2, 1997  
**Registration Number** 2115388  
**Registration Date** November 25, 1997  
**Owner** (REGISTRANT) CareGuide composed of Michael J. Goldberg, a U.S. citizen  
 SOLE PROPRIETORSHIP CALIFORNIA 1260 Broadway Suite 103 San Francisco CALIFORNIA 94109  
**Disclaimer** NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "CARE GUIDE" APART FROM THE MARK AS SHOWN

**Description of Mark** The drawing is lined for the colors green, red, blue, and yellow.  
**Type of Mark** SERVICE MARK  
**Register** PRINCIPAL  
**Live/Dead Indicator** LIVE

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