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U.S. Department of Commerce
Patent and Trademark Office
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RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
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Document ID # _____
- Correction of PTO Error
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Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
01/06/2000

Conveying Party

Mark if additional names of conveying parties attached

Name **Affiliated Research Centers, Inc.** Execution Date
Month Day Year **01/06/2000**

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 **AmericasDoctor.com, Inc.**

DBA/AKA/TA _____

Composed of _____

Address (line 1) **1325 Tri State Parkway**

Address (line 2) _____

Address (line 3) **Gurnee** **IL/USA** **60031**
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization **Delaware**

FOR OFFICE USE ONLY

07/10/2001 DBYRNE 00000080 1971278
40.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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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)

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:

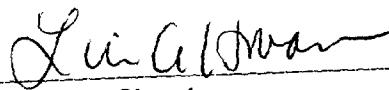
Yes

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.

Linda A. Heban



6/28/01

Name of Person Signing

Signature

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AFFILIATED RESEARCH CENTERS, INC.", CHANGING ITS NAME FROM "AFFILIATED RESEARCH CENTERS, INC." TO "AMERICASDOCTOR.COM, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JANUARY, A.D. 2000, AT 2:34 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2633885 8100

001009144

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0185550

DATE: 01-06-00

TRADEMARK
REEL: 002314 FRAME: 0308

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AFFILIATED RESEARCH CENTERS, INC.**

Pursuant to Section 242
of the General Corporation Law
of the State of Delaware

Affiliated Research Centers, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows

FIRST: That the Board of Directors of the Corporation adopted a resolution proposing and declaring advisable the following amendment to the Corporation's Amended and Restated Certificate of Incorporation.

"Article First of the Amended and Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

FIRST: The name of the Corporation is AmericasDoctor.com, Inc."


SECOND That the stockholders of the Corporation have approved such amendment by means of written action of stockholders in lieu of a meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware

THIRD That such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:34 PM 01/06/2000
001009144 - 2633885

IN WITNESS WHEREOF, Affiliated Research Centers, Inc has caused this Certificate to be duly executed by its President and attested to by its Assistant Secretary this 6th day of January, 2000

AFFILIATED RESEARCH CENTERS, INC.

By 

President

ATTEST.



Assistant Secretary