

08-08-2001



To The Honorable Commissioner of

ached original documents or copy thereof.

101803629

1. Name of conveying party(ies):
DoctorQuality.com, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State: Delaware
- Other:

AUG 2 2001

Additional name(s) of conveying party(ies) attached? YES NO

3. Nature of Conveyance:

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

Execution Date: March 15, 2001

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

Name: DoctorQuality, Inc.
Internal Address:

Street Address: 5312-18 Ridge Avenue
City: Philadelphia
State: Pennsylvania Zip: 19128

- 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
(Designation must be a separate document from Assignment)

Additional name(s) & address attached? YES NO

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

A. Trademark Application No.(s)
(see attached)

B. Trademark registration No.(s)
(see attached)

Additional numbers attached? YES NO

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

Name: Camille M. Miller
Internal Address:
WOODCOCK WASHBURN KURTZ MACKIEWICZ &
NORRIS LLP
One Liberty Place - 46th Floor

Street Address: 1650 Market Street
City: Philadelphia State: Pennsylvania
ZIP: 19103-7301

6. Total number of applications and registrations involved:
16

7. Total fee (37 CFR 3.41):.....\$415.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 23-3050

(Attach duplicate copy of this page if paying by deposit account)

08/08/2001 TDIAZI 00000047 75874021

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 375.00 DP

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.

Camille M. Miller
Name of Person Signing

August 2, 2001
Date

Total number of pages including cover sheet, attachments, and document: 7

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project. (0651-0011).

Attachment to Recordation Form Cover Sheet:

<u>Mark</u>	<u>Application Serial No.</u>
DOCTORQUALITY.COM	75/874,021
Miscellaneous Design	76/136,492
QUALITYCREDENTIALS.COM	75/878,241
QUALITYCONTRACTS.COM	75/877,914
QUALITYINFOSYSTEMS.COM	75/878,170
QUALITY BENEFITS MANAGEMENT	75/015,796
QUALITY BENEFITS MANAGEMENT COMPANY	76/013,385
MYQUALITYCOACH	76/124,616
VIRTUALQUALITYOFFICE	76/136,493
VQO	76/136,677
RISK PREVENTION & MANAGEMENT	76/181,077
RPM	76/181,078
QUALITYRATINGS	76/196,419

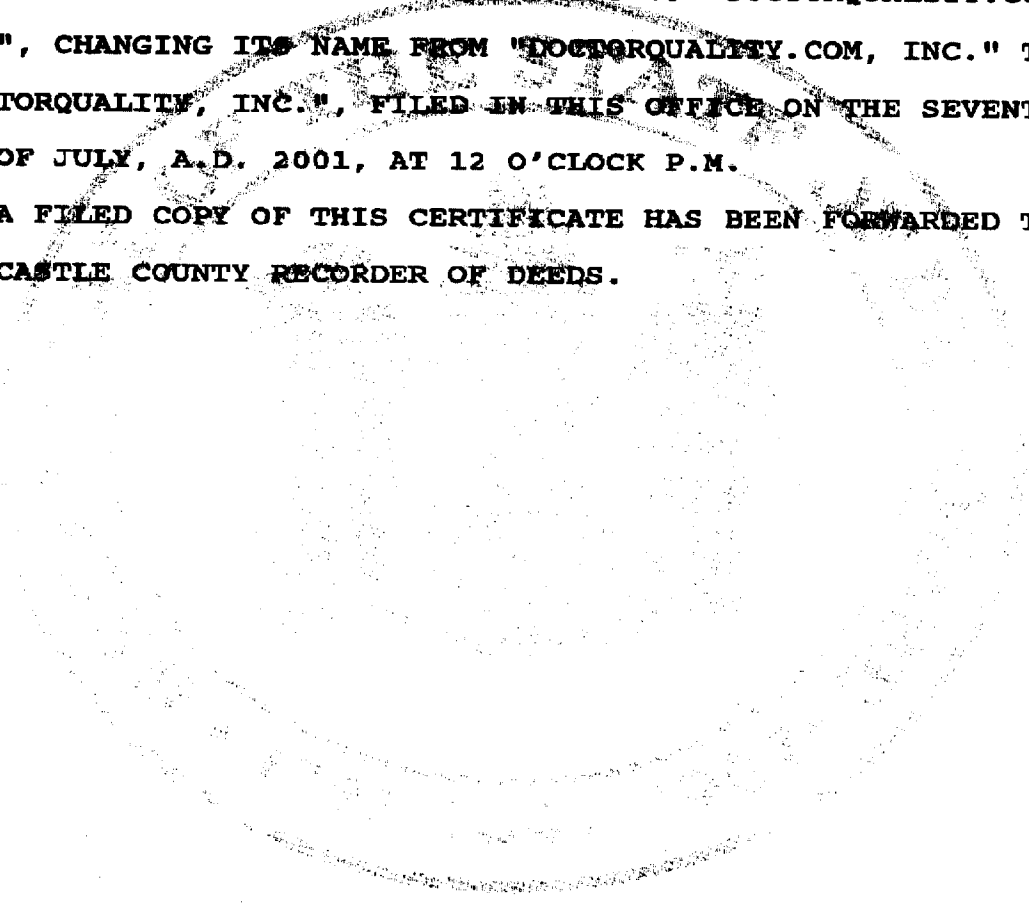
<u>Mark</u>	<u>Registration No.</u>
QUALITYPRACTICES.COM	2,463,004
QUALITYOPINIONS.COM	2,463,003
THEQUALITYSOURCE.COM	2,456,975

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 IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DOCTORQUALITY.COM, INC.", CHANGING ITS NAME FROM "DOCTORQUALITY.COM, INC." TO "DOCTORQUALITY, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 2001, AT 12 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1248456

DATE: 07-18-01

3161343 8100

010343644

TOTAL P.02

JUL-17-2001 13:17

PEPPER HAMILTON, LLP

STATE OF DELAWARE-02
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 07/17/2001
010343644 - 3161343

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

DoctorQuality.com, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by the unanimous consent of its members, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that Article First of the Certificate of Incorporation of the Corporation be amended by deleting the existing Article First and substituting the following in its place:

"FIRST: The name of the corporation is DoctorQuality, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the majority stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

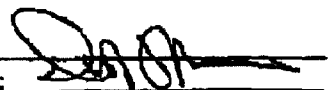
THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by

David Shulkin, its C.E.O., this 15th day of March, 2001.

DoctorQuality.com, Inc.

By:

Name: 
Title: C.E.O.

DOCTORQUALITY.COM, INC.

A Delaware Corporation

Consent of Majority Stockholders

THE UNDERSIGNED, being the holder of the majority of the issued and outstanding shares of stock of DoctorQuality.com, Inc., a Delaware corporation, (the "Company"), in accordance with the authority contained in Section 228(a) of the Delaware General Corporation Law, as amended, does hereby consent in writing to the adoption of the following resolutions, which shall have the same force and effect as if duly adopted at a meeting of the shareholders of the Company duly called and held in accordance with laws and the Bylaws of the Company:

RESOLVED, that Article First of the Certificate of Incorporation of the Company, be amended by deleting the existing Article First and substituting the following in its place:

"FIRST: The name of the corporation is DoctorQuality, Inc."

RESOLVED, that the proper officers of the Company be, and they hereby are, authorized and directed to execute and file any and all documents necessary to effect said amendment, including, but not limited to, executing and filing of the Amendment to Certificate of Incorporation with the Secretary of State of the State of Delaware;

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed on behalf of and in the name of the Company to take all actions which they, or any of them, in the exercise of their sole discretion, deem necessary, advisable or appropriate to effectuate the foregoing resolutions including, without limitation, the execution and delivery of such certificates, instruments, or documents and the paying of such fees and expenses as he or she may deem necessary, advisable or appropriate in connection therewith, such determination to be conclusively evidenced by the performance of such acts and the execution and delivery of such certificates, instruments, or documents;

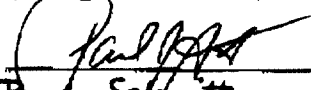
RESOLVED, that the Board of Directors of the Company is hereby authorized, empowered and directed on behalf of the Company and in its name to take any and all such other actions as the Board of Directors may determine in its sole discretion to be necessary or advisable to carry out the terms, provisions, purposes or intent of the foregoing resolutions and the transactions contemplated thereby, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and

RESOLVED, that any and all actions of the directors of the Company taken prior to the date hereof to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority, are hereby ratified, approved and confirmed in all respects.

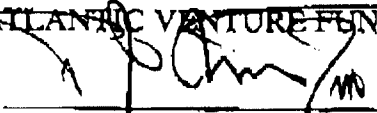
[SIGNATURE PAGE FOLLOWS]


IN WITNESS WHEREOF, the undersigned has executed this Consent of Majority Stockholders as of the ___ day of April, 2001.

By: PA-ESP Partners II, L.P. *By: PA-ESP Partners II, L.P., its general partner*
PA Early Stage Partners II, L.P. *By: PA-ESP PARTNERS II, LLC, its manager*

By: 
Name: Paul Seifmatt
Title: Managing

MID-ATLANTIC VENTURE FUND IV, L.P.

By: 
Name: FREDERICK J. BEST
Title: PRES. OF GENERAL PARTNER


David Shulkin