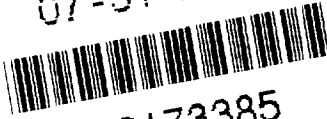


REI

07-31-2002

SHEET



102173385

To the Honorable Commissioner c

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Transworld Healthcare, Inc.
 Additional name(s) of conveying party(ies) attached? Yes No

07-26-02

2. Name and address of receiving party(ies):
 Name: Allied Healthcare International Inc. (a New York corporation)
 Internal Address:

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other
 Execution Date: June 7, 2002

Street Address: 555 Madison Avenue, 30th Floor
 City: New York State: New York
 Country: USA ZIP: 10022

Additional name(s) & address(es) attached? Yes No

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

If this document is being filed together with a new application, the execution date of the application is _____

A. Trademark Application No.(s)
76/382,850; 76/382,851; 76/382,852; 76/382,853;
76/382,854 and 76/382,855

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

FINANCE SECTION
 JUN 26 10 08 AM '02
 47

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

Susan C. Shin, Esq.
 BROWN RAYSMAN MILLSTEIN FELDER & STEINER LLP
 900 Third Avenue
 New York, New York 10022
 (212) 895-2000

00000018 76382850

40.00 DP
125.00 DP

6. Total number of applications involved: 6

7. Total fee (37 CFR 3.41):..... \$ 165.00
 Check enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 502312
 (Attach duplicate copy of this page by deposit account)
 Please charge any additional fees required, or credit any overpayment, to the above deposit account

07/31/2002 TDIAZ
 01 FC:481
 02 FC:482

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

Veronica T. Tucci, Esq. Veronica T. Tucci 7/25/2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document:
 Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
TRANSWORLD HEALTHCARE, INC.**

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

TRANSWORLD HEALTHCARE, INC., a New York corporation (the "Corporation"), hereby certifies as follows:

FIRST: The name of the Corporation is "Transworld Healthcare, Inc."

The name under which the Corporation was formed is United States Home Health Care Corp.

SECOND: The date the Corporation's certificate of incorporation was filed with the Department of State is November 30, 1981.

THIRD: The amendments of the certificate of incorporation effected by this certificate of amendment are as follows: (i) to change the name of the Corporation to Allied Healthcare International Inc.; (ii) to increase the number of authorized shares of capital stock from forty-two million (42,000,000), of which forty million (40,000,000) are designated Common Stock and two million (2,000,000) are designated Preferred Stock, and all of which have a par value of \$.01 per share, to seventy two million (72,000,000), of which sixty two million (62,000,000) shall be designated Common Stock and ten million (10,000,000) shall be designated Preferred Stock, and all of which shall have a par value of \$.01 per share; and (iii) to eliminate provisions of the certificate of incorporation requiring supermajority approval by the board of directors of the Corporation for certain actions.

FOURTH: Article **FIRST** of the certificate of incorporation, relating to the name of the Corporation, is hereby amended to read as follows:

"**FIRST:** The name of the Corporation is Allied Healthcare International Inc."

FIFTH: The first paragraph of Article **FOURTH** of the certificate of incorporation, relating to the aggregate number of shares which the Corporation shall have authority to issue, is hereby amended to read as follows:

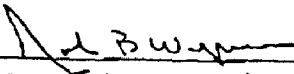
"**FOURTH:** The aggregate number of shares of all classes which the Corporation shall have authority to issue is 72 million shares, divided into two classes, of which 62 million shares shall be designated Common Stock, with a par value of \$.01 per share, and 10 million shares shall be designated Preferred Stock, with a par value of \$.01 per share."

SIXTH: Article **ELEVENTH** of the certificate of incorporation, which requires supermajority approval by the board of directors of the Corporation for certain actions, is hereby deleted in its entirety.

SEVENTH: The foregoing amendments were authorized and approved by the consent in writing of all of the members of the board of directors of the Corporation followed by the vote of a majority of the holders of all of the issued and outstanding shares of the Corporation entitled to vote on such amendments in accordance with the provisions of Section 803(a) of the Business Corporation Law of the State of New York.

IN WITNESS WHEREOF, Transworld Healthcare, Inc. has caused this certificate to be signed by John B. Wynne, its ^{vice president} ~~and chief~~ _{Financial} ~~Officer~~, on the 7th day of June, 2002.

TRANSWORLD HEALTHCARE, INC.

By: 
Name: John B. Wynne
Title: Vice President and Chief
Financial Officer



**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
TRANSWORLD HEALTHCARE, INC.**

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

icc

**STATE OF NEW YORK
DEPARTMENT OF STATE**

JUN 07 2002

**DRAWDOWN
DELANEY - 30**

*TAX \$ 150
BC*

FILED
TAX \$ 150.00
BY: FTZ

west

**FILED BY:
BROWN RAYSMAN MILLSTEIN FELDER & STEINER LLP
900 THIRD AVENUE
NEW YORK, NEW YORK 10022**

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465

FILING RECEIPT

=====

ENTITY NAME: ALLIED HEALTHCARE INTERNATIONAL INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC BUSINESS)
STOCK NAME PROVISIONS

COUNTY: WEST

SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD.

SERVICE CODE: 30

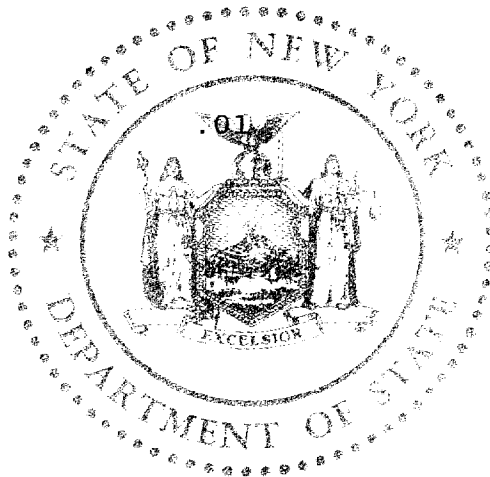
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FILED:06/07/2002 DURATION:***** CASH#:020607000465 FILM #:020607000454

ADDRESS FOR PROCESS

REGISTERED AGENT

STOCK: 72000000 PV



=====		FEE	AMOUNT	PAYMENTS	AMOUNT
FILER			520.00		520.00

	FILING		60.00	CASH	0.00
	TAX		150.00	CHECK	0.00
	CERT		0.00	CHARGE	0.00
	COPIES		10.00	DRAWDOWN	520.00
	HANDLING		300.00	BILLED	0.00
				REFUND	0.00

BROWN RAYSMAN MILLSTEIN FELDER &
STEINER LLP
900 THIRD AVENUE
NEW YORK, NY 10022

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **JUN 07 2002**



A handwritten signature in cursive script, appearing to read "J. H. ...", followed by a horizontal line.

Special Deputy Secretary of State

DOS-1266 (7/00)

RECORDED: 07/26/2002

TRADEMARK
REEL: 002552 FRAME: 0302