

09-12-2002

9/12/02

FORM PTO-1594
(Rev 5-93)



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102219345

To the Honorable Commission

Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): VIRTUAL MEDICAL SYSTEMS, INC.</p> <p>Individual(s) citizenship: Association: General Partnership: Limited Partnership: Corporation - State: DELAWARE</p> <p>Additional name(s) of conveying party(ies) attached? [] Yes [X] No</p> <p>3. Nature of Conveyance: [] Assignment [] Merger [] Security Agreement [X] Change of Name [] Other</p> <p>Execution Date: January 22, 2001</p>	<p>2. Name and address of receiving party(ies): Name: PATIENTKEEPER, INC. Address: 20 GUEST STREET, SUITE 500 City: BRIGHTON State: MA Zip: 92135</p> <p>Individual(s) citizenship: Association: General Partnership: Limited Partnership: Corporation - State: DELAWARE</p> <p>Other:</p> <p>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 [X] No</p>
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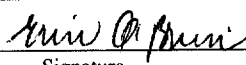
<p>4. Application number(s) or trademark number(s): A. Trademark Application No.(s) 76/003,648</p>	<p>B. Trademark Registration No.(s)</p>
<p>Additional numbers attached? [] Yes [X] No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Erin O'Brien Internal Address: GRAY CARY WARE & FREIDENRICH 4365 Executive Drive, Suite 1100 San Diego, California 92121-2133</p>	<p>6 Total number of applications and registrations involved: 2</p> <hr/> <p>7. Total fee (37 CFR 3.41) \$ 65.00 [X] Enclosed [] Authorized to be charged to deposit account</p> <hr/> <p>8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Erin O'Brien  September 11, 2002 Date

Name of Person Signing Signature

Total number of pages comprising cover sheet: [3]

Mail Documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records
1213 Jefferson Davis Highway, 3rd Floor
Arlington, VA 22202

09/12/2002 DBYRNE 00000138 76003648
01 FC:481 40.00 DP
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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 "VIRTUAL MEDICAL SYSTEMS, INC.", CHANGING ITS NAME FROM "VIRTUAL MEDICAL SYSTEMS, INC." TO "PATIENTKEEPER, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY, 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

2766942 8100

AUTHENTICATION: 0927533

010033143

DATE: 01-22-01

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**CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
VIRTUAL MEDICAL SYSTEMS, INC.**

Virtual Medical Systems, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation")

DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is Virtual Medical Systems, Inc.

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is June 26, 1997, under the name of Virtual Medical Systems, Inc.

THIRD: That pursuant to an Action by Unanimous Written Consent of the Board of Directors of the Corporation (the "Board"), the Board duly adopted resolutions setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment is as follows:

"RESOLVED, that Article I of the Restated Certificate of Incorporation of the Corporation be amended to read in full as follows:

ARTICLE I

The name of this corporation is PatientKeeper, Inc."

FOURTH: That thereafter said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law by written consent of the stockholders holding the requisite number of shares required by statute given in accordance with and pursuant to Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, PatientKeeper, Inc., formerly Virtual Medical Systems, Inc., has caused this Certificate of Amendment of the Restated Certificate of Incorporation to be signed by its President this 22nd day of January, 2001.

/s/ Gary Foster

Gary Foster, President