

02-24-2003



IN THE UNITED STATES

102370043

TRADemark OFFICE

2/19/03

Trademark Assignment Cover Sheet

TO: Commissioner of Patent and Trademark
Box Assignment
Washington, DC 20231

Please find enclosed for recording a copy of the Certificate of Amendment to the Certificate of Incorporation of Path Group, Inc., changing its name to PathGroup, Inc.

- 1. **Conveying Party:** Path Group, Inc., a Delaware corporation having an address of Three Maryland Farms, Suite 360, Brentwood, Tennessee 37027
- 2. **Receiving Party:** PathGroup Inc., a Delaware corporation having an address of 5301 Virginia Way, Suite 300, Brentwood, Tennessee 37027
- 3. **Nature of Conveyance:** Change of Name. By Certificate of Amendment to the Certificate of Incorporation of Path Group, Inc. changed its name to PathGroup, Inc. on June 12, 1998.

4. The Assignment should be recorded against the following mark:

<u>SERVICE MARK & TRADEMARK</u>	<u>Application No.</u>	<u>Registration No.</u>
PATHGROUP THE PATHOLOGIST COMPANY	75/552,080	2,344,697

5. Correspondence concerning this request should be sent to:

Micheline K. Johnson, Esq.
Baker, Donelson, Bearman, and Caldwell
1800 Republic Centre
633 Chestnut Street
Chattanooga, Tennessee 37450

6. This request concerns one (1) service mark application.

7. The Commissioner is hereby authorized to charge the \$40.00 fee and any additional payment, or credit any refund that may be due, to Deposit Account No. 08-1629.

RECORDS SECTION
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8. PathGroup, Inc. is domiciled in the United States.
9. To the best knowledge and belief of the undersigned, the information contained on this cover sheet is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,

Date: February 11, 2003

Micheline Johnson w/ permission
Micheline K. Johnson, Esq. *Denise Ceule Sommer*
Attorney for PathGroup, Inc.
Baker, Donelson, Bearman & Caldwell
1800 Republic Centre
633 Chestnut Street
Chattanooga, Tennessee 37450
(423) 209-4103

CERTIFICATE OF FIRST CLASS MAIL OR FACSIMILE TRANSMITTAL UNDER 37 CFR 1.8

Date of Deposit/Transmission: February 11, 2003

I hereby certify that this paper or fee is being:

deposited with the United States Postal Service "First Class Mail" service; or

is being transmitted via facsimile on the date indicated above, and

is addressed to the Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513.

Denise Ceule Sommer

(Typed or printed name of person mailing or transmitting paper or fee)

Denise Ceule Sommer
(Signature of person mailing or transmitting paper or fee)

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF

PATH GROUP, INC.

I.

At a meeting of the Board of Directors of Path Group, Inc., held on February 27, 1998, resolutions were duly adopted setting forth proposed amendments of the Certificate of Incorporation of said corporation, declaring said amendments to be advisable and calling a meeting of the Stockholders of said corporation for consideration thereof. The resolutions setting forth the proposed amendments are as follows:

RESOLVED, that the Certificate of Incorporation of Path Group, Inc. be amended, by striking the text under Article I in its entirety and replacing such text with the following:

“The name of this corporation is PathGroup, Inc.”

RESOLVED, that the Certificate of Incorporation of this corporation be further amended, by deleting the second and third sentences under paragraph 1 of Article IV, and replacing such sentences with the following:

“The total number of shares which the corporation is authorized to issue is twenty million (20,000,000) shares. The number of shares of Common Stock authorized to be issued is eighteen million (18,000,000) shares, with par value of one cent (\$0.01) per share”

II.

Thereafter, pursuant to resolution of its Board of Directors, a special meeting of the Stockholders of said corporation was duly called and held on May 16, 1998, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendments.

III.

The said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IV.

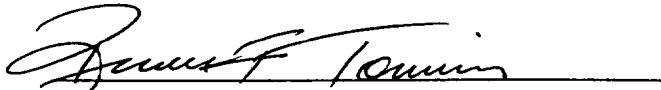
The capital of said corporation shall not be reduced under or by reason of said amendments.

IN WITNESS WHEREOF, PathGroup, Inc. caused this Certificate of Amendment to be executed and attested by its officers thereunto duly authorized this 12th. day of June, 1998.



Ben W. Davis, President and
Chief Executive Officer

ATTEST:



Russell F. Tonnie, Secretary

N RAC 243939.1
137771-00001 06/12/98

RECORDED: 02/19/2003

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