

02-24-2003



102370085

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Transworld Healthcare, Inc. 2-19-03
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Allied Healthcare International Inc. Internal Address: Street Address: 555 Madison Ave. 30th Floor City: New York State: NY Zip: 10022
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State New York Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: 06/07/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75614370 and 75614369 B. Trademark Registration No.(s)
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Melissa J. Lee Internal Address: Street Address: Neal & McDevitt 1603 Orrington Ave., Suite 2000 City: Evanston State: IL Zip: 60201

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41) \$ 65.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Melissa J. Lee Name of Person Signing Signature Date 2/11/03
Total number of pages including cover sheet, attachments, and document: 5

02/21/2003 LNUELLER 00000179 75614370

01 FC:8521 40.00 OF 02 FC:8522 25.00 OF

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002675 FRAME: 0773

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

=====

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

ADDRESS FOR PROCESS

REGISTERED AGENT

STOCK: 72000000 PV



FILER	FEES	520.00	PAYMENTS	520.00
BROWN RAYSMAN MILLSTEIN FELDER & STEINER LLP 900 THIRD AVENUE NEW YORK, NY 10022	FILING TAX CERT COPIES HANDLING	60.00 150.00 0.00 10.00 300.00	CASH CHECK CHARGE DRAWDOWN BILLED REFUND	0.00 0.00 0.00 520.00 0.00 0.00

=====

DOS-1025 (11/89)

TRADEMARK
REEL: 002675 FRAME: 0774

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 black ink, appearing to read "J. Clark", followed by a horizontal line.

Special Deputy Secretary of State

DOS-1266 (7/00)

T 020607000

454

**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 A. Wynac, its ^{Vice President} ~~and Chief~~ _{Financial} ~~Officer~~, on the 7th day of June, 2002.

TRANSWORLD HEALTHCARE, INC.

By: *John A. Wynac*
Name: John A. Wynac
Title: Vice President and Chief Financial Officer

2

February 11, 2003

ATTORNEY DOCKET NO.: 47986-010

Commissioner of Patent & Trademarks
BOX ASSIGNMENTS
Washington, DC 20231

RE: Recordation of Name Change

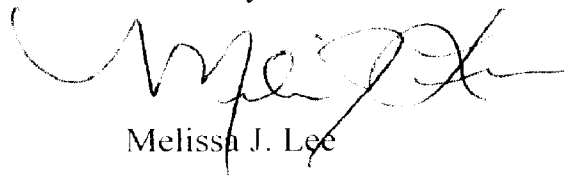
Dear Madam or Sir:

Enclosed please find the following on behalf of Allied Healthcare International Inc.:

1. Recordation Form Cover Sheet;
2. Certificate of Amendment; and
3. Credit Card Payment Form authorizing charge of \$65.00.

If there are any additional fees associated with these filings, please debit Deposit Account No. 50-0640. An additional copy of this letter is enclosed for charging purposes if necessary.

Sincerely,



Melissa J. Lee

MJL/alw
Enclosures