

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Genesis Holdings, Inc.		12/03/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	NeighboreCare Holdings, Inc.
Street Address:	7 East Lee Street
City:	Baltimore
State/Country:	MARYLAND
Postal Code:	21202
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	76349103	CARECARD
Serial Number:	78315645	NEIGHBORCARE PHARMACY SERVICES
Serial Number:	78317732	REDEFINING SERVICE
Serial Number:	78315195	
Registration Number:	1882700	CARE YOU CAN DEPEND ON
Registration Number:	2245401	NEIGHBORCARE
Registration Number:	1865489	PROFESSIONAL PHARMACIES
Registration Number:	1654004	RX NEIGHBORCARE PHARMACIES
Serial Number:	76163849	TIDEWATER GROUP PURCHASING
Registration Number:	2120741	TIDEWATER HEALTHCARE SHARED SERVICES GROUP

CORRESPONDENCE DATA

Fax Number: (215)832-5619
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: pecsenye@blankrome.com

Correspondent Name: Timothy D. Pecsnye

CH \$265.00 76349103

Address Line 1: One Logan Square
Address Line 2: 9th Floor
Address Line 4: Philadelphia, PENNSYLVANIA 19103-6998

ATTORNEY DOCKET NUMBER: 119893-00107

NAME OF SUBMITTER: Timothy D. Pecsénye

Total Attachments: 2
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Delaware

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The First State

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 "GENESIS HOLDINGS, INC.", CHANGING ITS NAME FROM "GENESIS HOLDINGS, INC." TO "NEIGHBORCARE HOLDINGS, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF DECEMBER, A.D. 2003, AT 10:01 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2169779 8100

AUTHENTICATION: 2891052

040053346

DATE: 01-27-04
TRADEMARK

REEL: 002785 FRAME: 0488

CERTIFICATE OF AMENDMENT
OF
*CERTIFICATE OF INCORPORATION
OF
GENESIS HOLDINGS, INC.

Genesis Holdings, 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 said corporation, by the unanimous written consent of its members, filed with the minutes of the Board adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Genesis Holdings, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:
"The name of the company shall be NeighborCare Holdings, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the 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.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on December 3, 2003.

IN WITNESS WHEREOF, said company has caused this certificate to be signed by Michael S. Sherman, VP & Asst. Corporate Secretary, this First day of December, 2003.

Genesis Holdings, Inc.

By Michael S. Sherman

Michael S. Sherman
VP & Asst. Corp. Secretary