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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Director of the United States Patent and Trademark Office. Please record the attached original documents or copy thereof.
P.O. Box 1450
Alexandria, VA 22313-1450

1. Name of conveying party(ies):
DR. LEONARD'S HEATHCARE CORP.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State NEW JERSEY
 Other

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
Name: DR. LEONARD'S HEATHCARE CORP.

Internal Address
Street Address 42 MAYFIELD AVENUE

City EDISON State NJ ZIP 08837

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State DELAWARE
 Other

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: OCTOBER 30, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
B. Trademark registration No.(s) 1818850

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: ONE

5. Name and address of party to whom correspondence concerning document should be mailed:
JONES DAY
222 East 41st Street
New York, New York 10017

Attn: Patricia Vega


File No.: 3462-009-999

7. Total fee (37 CFR 3.41).....\$ 40.00
Please charge to the deposit account listed in Section 8, as well as any other fees which may be due.

8. Deposit account number:
16-1150

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.

Nancy Zoubek, Esq.  2/2/04
Name of Person Signing Reg. No. Signature Date

Total number of pages comprising cover sheet: 5

Mail documents to be recorded with required cover sheet information to:
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

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REEL: 002802 FRAME: 0701

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DR. LEONARD'S HEALTHCARE CORP.", A NEW JERSEY CORPORATION, WITH AND INTO "HEALTHCARE DIRECT, INC." UNDER THE NAME OF "DR. LEONARD'S HEALTHCARE CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF NOVEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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991468476

AUTHENTICATION: 0063413

DATE: 11-04-99

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REF: 002802 FRAME: 0702

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/03/1999
991468476 - 2390219

**CERTIFICATE OF MERGER
OF
DR. LEONARD'S HEALTHCARE CORP., a New Jersey corporation
WITH AND INTO
HEALTHCARE DIRECT, INC., a Delaware corporation
(Under Section 252 of the Delaware General Corporation Law)**

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law (the "DGCL"), the undersigned does hereby certify as follows:

FIRST: The name and state of incorporation of each of the constituent corporations are as follows: Healthcare Direct, Inc., a Delaware corporation ("Healthcare"), and Dr. Leonard's Healthcare Corp., a New Jersey corporation ("Dr. Leonard's"). The number of outstanding shares of Dr. Leonard's is 50 shares of common stock, par value \$0.01 per share, all of which are of one class, and all of which are owned by Healthcare and all of which shall be deemed automatically canceled at the effective time of the merger.

SECOND: An Agreement and Plan of Merger, dated as of October 20, 1999 (the "Merger Agreement"), by and among Healthcare and Dr. Leonard's has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the DGCL, specifically by Healthcare in the same manner as provided in Section 251 of the DGCL, and by Dr. Leonard's in accordance with the laws of the State of its incorporation.

THIRD: At the effective time of the merger, Dr. Leonard's will be merged with and into Healthcare, with Healthcare being the surviving corporation of the merger. At the effective time of the merger, the name of the surviving corporation of the merger shall be changed from "Healthcare Direct, Inc." to "Dr. Leonard's Healthcare Corp." as set forth in Article Fourth hereof

FOURTH: At the effective time of the merger, the Certificate of Incorporation of Healthcare, as in effect immediately prior to such effective time, shall be the Certificate of Incorporation of the surviving corporation of the merger, except that the following three amendments shall be effective upon the effective time:

Article FIRST of the Certificate of Incorporation of Healthcare is hereby amended and restated to read as follows:

"FIRST: The name of the Corporation is Dr. Leonard's Healthcare Corp.

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Article FOURTH of the Certificate of Incorporation of Healthcare is hereby amended by amending and restating the first sentence of Article FOURTH to read as follows:

"The total number of shares of all classes of capital stock which the Corporation is authorized to issue is 280,000 shares, of which 250,000 shares shall be common stock, per value 5.01 per share ("Common Stock"), and 30,000 shares shall be preferred stock, per value 5.01 per share ("Preferred Stock")."

Section I of the Certificate of Designation of Healthcare, filed with the Office of the Secretary of State on July 24, 1998 is hereby amended by amending and restating the first sentence of Section I of the Certificate of Designation to read as follows:

"The designation of a series of preferred stock shall be "Junior Noncumulative Preferred Stock" (the "Junior Preferred Stock") consisting of 30,000 shares."

FIFTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation, the address of which is as follows:

Dr. Leonard's Healthcare Corp.
42 Mayfield Avenue
Edison, New Jersey 08837

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The Merger shall become effective upon the filing of this certificate with the Secretary of State of the State of Delaware and the filing of a certificate of merger, prepared in accordance with the applicable law of the State of New Jersey, with the Treasurer of the State of New Jersey.

IN WITNESS WHEREOF, HEALTHCARE DIRECT, INC., a Delaware corporation, has caused this Certificate to be signed by its duly authorized officers named below, on the 30 day of October, 1999.

HEALTHCARE DIRECT, INC.
a Delaware corporation

By:


Name: Stephen Brozman
Title: Chief Executive Officer

ATTEST:


Name: Susan Moore
Title: Secretary