

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ZirMed.com Inc.		10/08/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Zirmed Inc.
Street Address:	620 West Main Street
Internal Address:	Suite 200
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40202
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	2521663	ZIRMED.COM
Registration Number:	2528973	Z
Registration Number:	2528974	ZIRMED.COM

CORRESPONDENCE DATA	
Fax Number:	(502)561-0442
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	1-502-584-1135
Email:	jgregory@middreut.com
Correspondent Name:	Julie A. Gregory
Address Line 1:	2500 Brown & Williamson Tower
Address Line 4:	Louisville, KENTUCKY 42102

NAME OF SUBMITTER:	Julie A. Gregory
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Total Attachments: 6  
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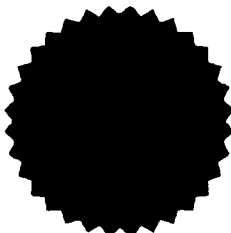
# Delaware

PAGE 1

*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 RESTATED CERTIFICATE OF "ZIRMED.COM INC.", CHANGING ITS NAME FROM "ZIRMED.COM INC." TO "ZIRMED INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2003, AT 5:01 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

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030764049

AUTHENTICATION: 2776513

TRADEMARK

DATE: 12-01-03  
REEL: 002805 FRAME: 0052

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:01 PM 11/26/2003  
FILED 05:01 PM 11/26/2003  
SRV 030764049 - 3151857 FILE

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ZIRMED.COM INC.

The following Amended and Restated Certification of Incorporation of ZirMed.com Inc. (hereinafter called the "Corporation") restates the provisions of the Certificate of Incorporation of ZirMed.com Inc., originally filed with the Secretary of State of Delaware on December 30, 1999, under the name of ZirMed.com Inc. This Amended and Restated Certificate of Incorporation was duly adopted by a majority of the stockholders of the Corporation pursuant to Sections 242 and 245 of the Delaware Corporation Law and supercedes the original Certificate of Incorporation and all prior amendments and restatements thereto in their entirety.

ARTICLE I

The name of the Corporation is ZirMed Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is the Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV

The total number of shares of capital stock which the Corporation shall have the authority to issue is 50,000,000 shares, consisting of three classes of capital stock:

- (a) 49,000,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock"); and
- (b) 1,000,000 shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

ARTICLE V

5.1 Dividend Rights. The holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

5.2 **Liquidation Rights.** In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the assets of the Corporation available for distribution to stockholders shall be distributed among the holders of the Common Stock of the Corporation pro rata based on the number of shares of Common Stock held by each.

5.3 **Voting Rights.** The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

#### ARTICLE VI

Shares of Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated in the resolution or resolutions providing for the establishment of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Except as otherwise expressly stated in the resolution or resolutions providing for the establishment of a series of Preferred Stock, any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise expressly provided by law.

Authority is hereby expressly granted to the Board of Directors of the Corporation to issue, from time to time, shares of Preferred Stock in one or more series, and, in connection with the establishment of any such series by resolution or resolutions, to determine and fix such voting powers, full or limited, or no voting powers, and such other powers, designations, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, if any including, without limitation, dividend rights, conversion rights, redemption and sinking fund privileges, and liquidation preferences, as shall be stated in such resolution or resolutions, all to the fullest extent permitted by the Delaware General Corporation Law. Without limiting the generality of the foregoing, the resolution or resolutions providing for the establishment of any series of Preferred Stock may, to the extent permitted by law, provide that such series shall be superior to, rank equally with or be junior to the Preferred Stock of any other series. Except as otherwise expressly provided in the resolution or resolutions providing for the establishment of any series of Preferred Stock, no vote of the holders of shares of Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of this Certificate of Incorporation.

#### ARTICLE VII

7.1 **Number of Directors.** The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors consisting of not less than three nor more than nine directors, the exact number of directors to be determined from time to time solely by resolution adopted by the affirmative vote of a majority of the entire Board of Directors.

7.2 **Limitation of Liability.** No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a

director, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under section 174 of the Delaware General Corporation Law or (d) for any transaction from which the director derived any improper personal benefits.

If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

#### ARTICLE VIII

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation and for the further definition of the powers of the Corporation and its directors and stockholders:

1. The Board of Directors shall have the power to adopt, amend or repeal the by-laws of the Corporation.
2. The stockholders may adopt, amend, alter, repeal or rescind the by-laws of the Corporation only with, in addition to any other vote required by law, the affirmative vote of the holders of not less than 66 2/3% of the total voting power of all outstanding securities of the Corporation then entitled to vote generally in the election of directors, voting together as a single class.
3. Elections of directors need not be by written ballot unless the by-laws of the Corporation so provide.
4. Special meetings of stockholders may be called by the Board of Directors, the Chairman of the Board of Directors or the President of the Corporation and may not be called by any other person.

Notwithstanding the foregoing, whenever holders of one or more series of Preferred Stock shall have the right, voting separately as a series, to elect directors, such holders may call special meetings of such holders pursuant to the certificate of designation for such series.

#### ARTICLE IX

Until the date that is 180 days after the date of the final prospectus relating to the Corporation's initial public offering of equity securities (the "Initial Public Offering"), each holder of shares of Common Stock, other than shares of Common Stock acquired in such Initial Public Offering, hereby:

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(a) agrees not to (x) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, any shares of Common Stock or any securities convertible into or exercisable or exchangeable for Common Stock (including, without limitation, shares of Common Stock or securities convertible into or exercisable or exchangeable for Common Stock which may be deemed to be beneficially owned by such holder in accordance with the rules and regulations of the Securities and Exchange Commission) or (y) enter into any swap or other arrangement that transfers all or a portion of the economic consequences associated with the ownership of Common Stock (regardless of whether any of the transactions described in clause (x) or (y) is to be settled by the delivery of Common Stock, or such other securities, in cash or otherwise), without the prior written consent of the lead managing underwriter of such Initial Public Offering;

(b) agrees not to make any demand for, or exercise any right with respect to, the registration of any shares of Common Stock or any securities convertible into or exercisable or exchangeable for Common Stock, without the prior written consent of the lead managing underwriter of such Initial Public Offering; and (c) authorizes the Corporation to cause the transfer agent to decline to transfer and/or to note stop transfer restrictions on the transfer books and records of the Corporation with respect to any shares of Common Stock and any securities convertible into or exercisable or exchangeable for Common Stock for which the holder is the record holder and, in the case of any shares or securities for which the holder is the beneficial but not the record holder, agrees to cause the transfer agent to decline to transfer and/or to note stop transfer restrictions on such books and records with respect to such shares or securities.

Notwithstanding the foregoing, the restrictions set forth in clauses (a), (b), and (c) above shall not apply to any Assignment to a Controlled Affiliate or any Qualified Transfer, provided that in connection with any such transfer the transferee agrees to be bound by the terms of the lock-up restrictions set forth in clauses (a), (b) and (c) above for the remainder of the 180 day period described above.

#### ARTICLE X

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article X.

#### ARTICLE XI

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which Delaware law permits the Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or

disinterested directors otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders, and others.

Executed at Louisville, Kentucky, on the 8 day of October, 2003.

  
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Russell S. King, President

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