

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
HealthTalk Interactive, Inc.		10/02/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	HealthTalk, Inc.
Street Address:	100 - 4th Avenue N., #460
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98109
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Serial Number:	76286840	HEALTHTALK

CORRESPONDENCE DATA	
Fax Number:	(206)464-1496
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	trademarks@stokeslaw.com
Correspondent Name:	Leslie C. Ruitter, Stokes Lawrence, P.S.
Address Line 1:	800 Fifth Avenue, Suite 4000
Address Line 4:	Seattle, WASHINGTON 98104

ATTORNEY DOCKET NUMBER:	19521-041
-------------------------	-----------

NAME OF SUBMITTER:	Matthew Schumacher
--------------------	--------------------

Total Attachments: 3
source=HealthTalk Name Change 1#page1.tif
source=HealthTalk Name Change 2#page1.tif
source=HealthTalk Name Change 3#page1.tif

CH \$40.00 76286840

OCT. 3 2003 12:47PM

CORPORATE TRUST CENTER

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:55 AM 10/03/2003
FILED 11:50 AM 10/03/2003
SRV 030638258 - 3237813 FILE

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
HEALTHTALK INTERACTIVE INC.**

This Amended and Restated Certificate of Incorporation was adopted by the Corporation's Board of Directors and its stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware. The undersigned, Martin Heimbigner, hereby certifies that:

1. He is the duly elected and acting Secretary of HealthTalk Interactive Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on June 2, 2000.
3. HealthTalk Interactive Inc. is changing its name to HealthTalk, Inc. as part of the amendment and restatement of its Amended and Restated Certificate of Incorporation.
3. The Amended and Restated Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows:

ARTICLE I

The name of the Corporation is HealthTalk, Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The Purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

The Board of Directors of the Corporation is authorized, subject to limitations prescribed by law, to provide by resolution or resolutions for the issuance of the shares of preferred stock as a class or in series and, by filing a certificate of designations, pursuant to the General Corporation Law of the State of Delaware, as amended, setting forth a copy of such resolution or resolutions to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of the class or of each such series and the qualifications, limitations, and restrictions thereof. The authority of the Board of Directors with respect to the class or each series shall include, but not be limited to, determination of the following:

TRADEMARK


REEL: 002834 FRAME: 0644

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
HEALTHTALK INTERACTIVE, INC.**

Articles V - XIII redacted as confidential.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation as of the date set forth below and certify under penalty of perjury that each has read the foregoing Amended and Restated Certificate of Incorporation and knows the contents thereof and that the statements therein are true.

Executed on October 2, 2003.



Martin Heimbigner
Secretary