

11-12-2003

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

RE



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

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

1. Name of the conveying party(ies)
 HealthTalk Interactive, Inc. 10-14-03

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

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

2. Name and address of receiving party(ies)
 Name: HealthTalk, Inc.
 Internal Address: _____
 Street Address: 100 - 4th Avenue North, #460
 City: Seattle State: WA Zip: 98109

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 2, 2003

4. Application number(s) or registration number(s):
 A. Trademark Application No(s) 78/179,807, 76/286,840

B. Trademark Registration No.(s) 2,754,896; 2,694,641; 2,669,803; 2,667,739; 2,616,554; 2,542,493; 2,542,490; 2,539,639; 2,519,616; 1,888,873; 2,096,293

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Leslie C. Ruitter
 Internal Address: _____
 Street Address: 800 Fifth Avenue, Suite 4000
 City: Seattle State WA Zip: 98104

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41) \$340
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
500442

DO NOT USE THIS SPACE

9. Signature.

Leslie C. Ruitter, Attorney Leslie C. Ruitter 10-8-03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document 4

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

10-14-2003

U.S. Patent & TMO/TM Mail Rpt Dt. #76

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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
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**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:

**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